



INDIA GELATINE & CHEMICALS LTD.

77/78/79, Mittal Chambers, 228, Nariman Point, Mumbai - 400 021. INDIA • GSTIN No. 27AAACI3676F1ZK
Tel.: 91 - 22 - 2202 0341, 2202 3554, 2202 3556.
Email : igclmumbai@indiagelatine.com, Web: www.indiagelatine.com • CIN: L99999GJ1973PLC002260

26th August, 2022

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

BSE Scrip Code: 531253/ Scrip ID: INDGELA

Sub: Annual Report for the year 2021-2022 pursuant to Regulation 34 of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 30 read with Part A of Schedule III and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the year 2021-2022, including the Notice of the 50th Annual General Meeting scheduled to be held on Thursday, 22nd September, 2022 at 12:30 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").


The Annual Report along with the Notice convening the AGM has been made available on the website of the Company i.e. www.indiagelatine.com and is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories.

Kindly take the above information on record and acknowledge the same.

Thanking you,

Yours faithfully,

For **INDIA GELATINE & CHEMICALS LIMITED**


Tanaya T. Daryanani
COMPANY SECRETARY
Encl.: as above.



Factory : Plot No.1/A, G.I.D.C. Industrial Estate, National Highway, VAPI - 396 195. (Gujarat). INDIA
Tel.: 91 - 260 - 240 1584 / 91 - 94299 61759 / 91 - 94298 95136 Email : igclvapi@indiagelatine.com
Regd. Office : 703/704, "SHILP", 7th Floor, Near Municipal Market, Sheth C. G. Road, Navrangpura,
Ahmedabad - 380 009 (Gujarat). INDIA Email : igclahmd@indiagelatine.com
Tel: 91 - 79 - 2646 9514 • GSTIN No. 24AAACI3676F1ZQ



INDIA GELATINE & CHEMICALS LIMITED

50th
ANNUAL REPORT
2021-22



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INDIA GELATINE & CHEMICALS LIMITED

BOARD OF DIRECTORS

Chairman

MR. PRADIP P. MADHAVJI till 28.06.2021

MR. VIREN C. MIRANI w.e.f. 28.06.2021

Managing Director :

MR. VIREN C. MIRANI

Executive Director

MRS. SHEFALI V. MIRANI

Other Directors :

MR. SHRIDHAR N. PITTIE

MR. PRADIP P. MADHAVJI till 28.06.2021

MR. JAYPRAKASH M. TIWARI

MR. MALAY M. KHIMJI

MRS. BHARATI A. MONGIA w.e.f. 28.06.2021

Chief Financial Officer:

Mr. Nishant P. Odhvani till 21.04.2022

Company Secretary & Compliance Officer :

Mrs. Tanaya T. Daryanani

Statutory Auditors :

CHANDULAL M. SHAH & CO.

Chartered Accountants

A/6, 6th floor, wing-A, Safal Profitaire,

Opp. AUDA Garden, Corporate Road,

Prahladnagar, Ahmedabad - 380015

E-mail : cmshah@cmshah.com

Internal Auditors :

M. D. Kamdar & Co.,

Chartered Accountants

401, Rajhans CHS Ltd., Rokadia Lane,

Borivali (W), Mumbai - 400092

Secretarial Auditors :

Samdani Shah & Kabra

Company Secretaries

808, Shiromani Complex,

S.M. Road, Nehru Nagar,

Ahmedabad - 380015

Email: pcschirag@gmail.com

Bankers :

DBS Bank India Ltd, Mumbai

Union Bank of India, Mumbai

HDFC Bank Ltd., Mumbai

Bank of Maharashtra, Mumbai

Head Office :

77/78/79, Mittal Chambers,

228, Nariman Point,

Mumbai - 400 021.

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

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

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

Corporate Identification Number (CIN): L99999GJ1973PLC002260

Registrar & Share Transfer Agent :

Link Intime India Private Limited

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

Mumbai – 400 083

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

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



FINANCIAL HIGHLIGHTS

(₹ in lakhs)

| Sr. No. | | 2019-2020 | 2020-2021 | 2021-2022 |
|---------|---|-----------|-----------|-----------|
| 1 | Shareholders' Funds | 10,420 | 11,009 | 11,471 |
| 2 | Loan Funds | Nil | Nil | Nil |
| 3 | Debt Equity Ratio | 1 : 0.000 | 1 : 0.000 | 1 : 0.000 |
| 4 | Sales & Other Income | 13,537 | 14,854 | 16,364 |
| 5 | Profits (Subject to Depreciation, Finance Cost, Tax and OCI) | 1,001 | 1,310 | 1,114 |
| 6 | Net Profit Subject to Tax and OCI | 641 | 928 | 734 |
| 7 | Profit after Tax and OCI | 492 | 695 | 638 |
| 8 | Book Value of Share (₹) | 146.93 | 155.23 | 161.74 |
| 9 | Dividend % | 15 | 25 | 25 |



NOTICE

NOTICE is hereby given that the 50th Annual General Meeting of the Members of INDIA GELATINE & CHEMICALS LIMITED, will be held on Thursday, 22nd September, 2022 at 12.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022, the report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2022.
3. To appoint a Director in place of Mr. Viren C. Mirani (DIN: 00044901) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Mahendra N. Shah & Co., Statutory Auditors of the Company and to fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended ("the Act") and Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014, as amended, M/s. Mahendra N. Shah & Co., Chartered Accountants (Firm Registration No. Firm Reg. No. 105775W) be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) years and to hold office from the conclusion of the 50th Annual General Meeting of the Company till the conclusion of the 55th Annual General Meeting on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company, be and are hereby authorized to file the relevant forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Act and to do all acts, deeds and things as may be deemed necessary to give effect to the above resolution."

SPECIAL BUSINESS:

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

SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), & Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the recommendation of the Nomination and Remuneration Committee and the Board, the consent of members be and is hereby accorded to the re-appointment of Mr. Viren C. Mirani as Managing Director of the Company for the period of 3 years with effect from 1st April, 2023, on the following terms and conditions including remuneration:

REMUNERATION:

a) Salary

Monthly salary in the scale of ₹ 27,00,000 - 2,00,000 - 31,00,000 with effect from 1st April, 2023.

b) Perquisites

Maximum up to ₹ 25,000/- per month which shall include perquisites of Categories 'A' and 'B' as below:

CATEGORY 'A'

i. Medical Reimbursement:

Expenses incurred for self and his family. He shall also be entitled to the benefit of Medical Treatment referred to in proviso to Section 17(2) of the Income Tax Act, 1961 or to such modifications as may be made therein from time to time.

ii. Club Fees:

Fee's of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.



iii. Personal Accident Insurance:

Premium not to exceed ₹ 40,000/- per annum or such amount as may be modified and permitted under Income tax Act from time to time.

iv. Mediclaim Insurance:

Premium not to exceed ₹ 25,000/- per annum or such other modified amount as is exempt under Income Tax Act.

CATEGORY 'B'

i. Provision of a Car and Telephone:

The Company shall provide Car for use on Company's business and also for personal purposes and telephone at the residence of the Managing Director. The Managing Director shall be billed by the Company for personal long distance calls on telephone at the rate of ₹ 750/- per month and perks for the use of car for personal purposes shall be evaluated as per Income Tax Rules.

ii. Other Benefits:

Such other benefits, amenities and facilities as per the company rules.

CATEGORY 'C'

i. Contribution to Provident Fund & Other Funds:

Contribution to the Provident Fund, Superannuation or Annuity Fund shall not be included in computation of the ceiling on perquisites and shall be payable to the extent these either singly or put together are not taxable under the Income Tax Act.

ii. Gratuity:

As per the rules not exceeding half a month's salary for each completed year of service, and shall not be included in the computation of ceiling on perquisites as specified above.

iii. Leave Encashment:

The Managing Director shall be entitled to fully paid leave as per the Company's Rules. Encashment of Leave at the end of the tenure is permitted and shall not be included in the computation of the ceiling on perquisites, specified above.

c) Minimum Remuneration :

In the event of loss or inadequacy of profits, the Managing Director shall be entitled to receive the above remuneration, perquisites and benefits as Minimum Remuneration.

d) Commission :

In the event of there being sufficient and adequate profits worked out as per the provisions of Section 197 of the Companies Act, 2013 and within the individual limit of 5% of such net profits, the Managing Director could also be paid a remuneration by way of commission on such net profits as may be decided by the Board and agreed upon by the Managing Director on ascertainment of the net profits at the close of each year over and above the remuneration referred to in the preceding para and that such remuneration shall be deemed to accrue at the close of the year.

The terms and conditions of the remuneration of the Managing Director, may be varied, altered, increased, enhanced or widened from time to time by the Remuneration Committee and the Board as it may in its discretion deem fit within the above limits and subject to limits laid down in Sections 196, 197 and all other applicable provisions and Schedule V of the Companies Act, 2013 and Rules framed there under and subject to the requisite approvals from the members or any other authority, if any, being obtained.

RESOLVED FURTHER THAT Mr. Viren C. Mirani, Managing Director will also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board Of Directors of the company on recommendation from Nomination & Remuneration Committee of the Board be and is hereby authorized and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mr. Viren C Mirani, as may be permissible under Schedule V of the Companies Act, 2013 (as may be amended from time to time) or by



way of any government guidelines or instructions, the intention being that no further approval of the company would be required so long as remuneration of the Managing Director is not in excess of maximum permissible limits under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute an agreement with Mr. Viren C. Mirani, as Managing Director and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to accept any modification in the terms and conditions as may be approved by the shareholders and as acceptable to Mr. Viren C. Mirani and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT the Board 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.”

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

SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), & Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the recommendation of the Nomination and Remuneration Committee and the Board, the consent of members be and is hereby accorded to the re-appointment of Mrs. Shefali V. Mirani as Executive Director of the Company for the period of 3 years with effect from 1st April, 2023, on the following terms and conditions including remuneration:

REMUNERATION:

a) Salary

Monthly salary in the scale of ₹ 12,00,000 - 1,00,000 - 14,00,000 with effect from 1st April, 2023.

b) Perquisites

Maximum up to ₹ 25,000/- per month which shall include perquisites of Categories ‘A’ and ‘B’ as below:

CATEGORY ‘A’

i. Medical Reimbursement:

Expenses incurred for self and her family. She shall also be entitled to the benefit of Medical Treatment referred to in proviso to Section 17(2) of the Income Tax Act, 1961 or to such modifications as may be made therein from time to time.

ii. Club Fees:

Fee's of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

iii. Personal Accident Insurance:

Premium not to exceed ₹ 40,000/- per annum or such amount as may be modified and permitted under Income tax Act from time to time.

iv. Mediclaim Insurance:

Premium not to exceed ₹ 25,000/- per annum or such other modified amount as is exempt under Income Tax Act.

CATEGORY ‘B’

i. Provision of a Car and Telephone:

The Company shall provide Car for use on Company's business and also for personal purposes and telephone at the residence of the Executive Director. The Executive Director shall be billed by the Company for personal long distance calls on telephone at the rate of ₹ 750/- per month and perks for the use of car for personal purposes shall be evaluated as per Income Tax Rules.

ii. Other Benefits:

Such other benefits, amenities and facilities as per the company rules.



CATEGORY 'C'

i. Contribution to Provident Fund & Other Funds:

Contribution to the Provident Fund, Superannuation or Annuity Fund shall not be included in computation of the ceiling on perquisites and shall be payable to the extent these either singly or put together are not taxable under the Income Tax Act.

ii. Gratuity:

As per the rules not exceeding half a month's salary for each completed year of service, and shall not be included in the computation of ceiling on perquisites as specified above.

iii. Leave Encashment:

The Executive Director shall be entitled to fully paid leave as per the Company's Rules. Encashment of Leave at the end of the tenure is permitted and shall not be included in the computation of the ceiling on perquisites, specified above.

c) Minimum Remuneration :

In the event of loss or inadequacy of profits, the Executive Director shall be entitled to receive the above remuneration, perquisites and benefits as Minimum Remuneration.

d) Commission :

In the event of there being sufficient and adequate profits worked out as per the provisions of Section 197 of the Companies Act, 2013 and within the individual limit of 5% of such net profits, the Executive Director could also be paid a remuneration by way of commission on such net profits as may be decided by the Board and agreed upon by the Executive Director on ascertainment of the net profits at the close of each year over and above the remuneration referred to in the preceding para and that such remuneration shall be deemed to accrue at the close of the year.

The terms and conditions of the remuneration of the Executive Director, may be varied, altered, increased, enhanced or widened from time to time by the Remuneration Committee and the Board as it may in its discretion deem fit within the above limits and subject to limits laid down in Sections 196, 197 and all other applicable provisions and Schedule V of the Companies Act, 2013 and Rules framed there under and subject to the requisite approvals from the members or any other authority, if any, being obtained.

RESOLVED FURTHER THAT Mrs. Shefali V. Mirani, Executive Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by her in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board Of Directors of the company on recommendation from Nomination & Remuneration Committee of the Board be and is hereby authorized and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mrs. Shefali V. Mirani, as may be permissible under Schedule V of the Companies Act, 2013 (as may be amended from time to time) or by way of any government guidelines or instructions, the intention being that no further approval of the company would be required so long as remuneration of the Executive Director is not in excess of maximum permissible limits under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute an agreement with Mrs. Shefali V. Mirani, as an Executive Director and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to accept any modification in the terms and conditions as may be approved by the shareholders and as acceptable to Mrs. Shefali V. Mirani and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT the Board 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."

By Order of the Board of Directors

Place : Mumbai
Date : 04.08.2022

Tanaya T. Daryanani
Company Secretary



NOTES :

1. Statement pursuant to Section 102(1) of the Companies Act 2013 ("the Act"), in respect of the Special Business to be transacted at the AGM along with details pursuant to Regulations issued by Securities and Exchange Board of India ("SEBI") and other applicable laws are annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 Circular No. 20 of 2020 dated May 05, 2020, and Circular no. 02/2021 dated January 13, 2021 and also Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by SEBI permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM up to December 31, 2022, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and MCA Circulars, the AGM of the Company will be held through VC / OAVM.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
5. The Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company Secretary of the Company.
6. **Registration of email ID and Bank Account details:**

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

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

 - (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.

OR

 - (ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-2022 will also be available on the Company's website www.indiagelatine.com, website of stock exchanges i.e. BSE Limited at www.bseindia.com and www.evotingindia.com (agency providing e-Voting facility). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
8. The members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 15th September, 2022 to Thursday, 22nd September, 2022 (both days inclusive) for the purpose of payment of Dividend and Annual General Meeting.
10. The Directors have recommended a dividend of ₹ 2.50/- per equity share, which on approval by the members at the Annual General Meeting scheduled to be held on Thursday, 22nd September, 2022 at 12:30 p.m. will be paid to the members whose name appear in the register of members/beneficial owners as on Wednesday, 14th September, 2022 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for the purpose.


11. Tax Deducted at Source ("TDS") on Dividend:

Pursuant to the provisions of the Finance Act, 2020 dividend income is taxable in the hands of the Shareholders w.e.f. April 1, 2020 and accordingly, the Company would be required to deduct tax at source from the dividend paid to Shareholders, if so approved at the ensuing AGM at the prescribed rates.

The rate of TDS as per the Income Tax Act, 1961 ("IT Act"), would depend upon the status of the recipient and is explained herein below:

i. Resident Shareholders

| Category of Shareholder | Tax Deduction Rate | Exemption Applicability/ Documents required |
|---|----------------------------|---|
| Any resident shareholder | 7.5% | Update the PAN if not already done with depositaries (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – Link Intime India Private Limited (in case of shares held in physical mode). <ul style="list-style-type: none"> No deduction of taxes in the following cases <ul style="list-style-type: none"> If dividend income to a resident Individual shareholder during FY 2021-22 does not exceed INR 5,000/-, If shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same. |
| Submitting Form 15G/ Form 15H | NIL | Eligible Shareholder providing Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years) - on fulfilment of prescribed conditions. Please refer attached format |
| Order under section 197 of the Act | Rate provided in the order | Lower/NIL withholding tax certificate obtained from Income Tax authorities. |
| Insurance Companies: Public & Other Insurance Companies | NIL | Self-declaration that it has full beneficial interest with respect to shares owned, along with self-attested copy of PAN card and registration certificate |
| Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income. | NIL | Documentary evidence that the person is covered under section 196 of the Act. |
| Mutual Funds | NIL | Documentary evidence that the person is covered under section 196 of the Act. |
| Alternative Investment fund | NIL | Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 June 2015. |
| Other resident shareholder without PAN/Invalid PAN | 20% | |

Please Note that:

- Recording of the valid Permanent Account Number (PAN) for the registered Folio/DP id-Client Id is mandatory. In absence of valid PAN, tax will be deducted at a higher rate of 20% as per Section 206AA of the Act.
- Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.



ii. Non-resident Shareholders

| Category of Shareholder | Tax Deduction Rate | Exemption Applicability/ Documents required |
|---|--|--|
| Any non-resident shareholder | 20% (plus applicable surcharge and cess) or Tax Treaty rate whichever is lower | <p>Non-resident shareholders may opt for tax rate under Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the company</p> <ul style="list-style-type: none"> • Copy of the PAN Card, if any, allotted by the Indian authorities. • Self-attested copy of Tax Residency Certificate (TRC) valid as on the AGM date obtained from the tax authorities of the country of which the shareholder is resident • Self-declaration in Form 10F in the attached form. • Self-declaration confirming not having a Permanent Establishment in India, eligibility to Tax Treaty benefit and do not / will not have place of effective management in India. (format attached herewith). <p>TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided.</p> <p>The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and are in accordance with the provisions of the Act.</p> |
| Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI) | 20% (plus applicable surcharge and cess) | None |
| Submitting Order under section 195(3) /197 of the Act | Rate provided in the Order | Lower/NIL withholding tax certificate obtained from Income Tax authorities. |

Note: The Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts. Kindly note that the documents as mentioned in the Table 1 and 2 above are required to be submitted to the Company / Registrar at email ID igcltaxexemption@linkintime.co.in or update the same by visiting the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 14th September 2022 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication/documents on the tax determination / deduction shall be considered post 11:59 PM (IST) of 14th September 2022.

No claim shall lie against the Company for such taxes deducted.

The Company will arrange to email a soft copy of the TDS certificate at the shareholders registered email ID in due course, post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source to our RTA i.e. Link Intime India Private Limited on weblink <https://www.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a rate of 20%.



The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL/CDSL platform, on or before 11:59 (IST) of 14th September, 2022.

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits to our RTA i.e. Link Intime India Private Limited on weblink <https://www.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

12. Members holding shares in physical form are advised to update their KYC details and Nomination details as mandated under SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 to avoid freezing of their folios on or after April 1, 2023 with RTA.
13. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP. Members holding shares in physical mode are required to submit their PAN details to the RTA.
14. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DP in case the shares are held by them in demat mode, and to the RTA, in case the shares are held in physical mode.
15. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules, 2016'), the amount of dividend remaining unclaimed/ unpaid for a period of seven years from the date of transfer to the "Unpaid Dividend Account" is required to be transferred to the Investors Education and Protection Fund (Fund) constituted by the Central Government. The Company had, accordingly, transferred ₹ 3.12 Lakhs being the unpaid and unclaimed dividend amount pertaining to dividend declared on 5th September, 2014 to the IEPF.

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

| Dividend Number | Date of Declaration | For the Accounting Year ended | Due for Transfer date |
|------------------|---------------------|-------------------------------|-----------------------|
| 35 th | 24/09/2015 | 2014-2015 | 29/10/2022 |
| 36 th | 27/09/2016 | 2015-2016 | 02/11/2023 |
| 37 th | 16/09/2017 | 2016-2017 | 21/10/2024 |
| 38 th | 21/09/2018 | 2017-2018 | 26/10/2025 |
| 39 th | 17/09/2019 | 2018-2019 | 22/10/2026 |
| 40 th | 22/09/2020 | 2019-2020 | 27/10/2027 |
| 41 st | 24/09/2021 | 2020-2021 | 29/10/2028 |

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 31.03.2022 on the website of the Company (www.indiagelatine.com), as also on the website of the Ministry of Corporate Affairs.

16. Pursuant to provisions of Section 124(6) and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended by time to time, Company has transferred 7,406 Equity Shares to IEPF Accounts. The shares are transferred of those shareholders who had not encashed dividends for a continuous period of 7 years from the financial year 2013-14. Details of the shareholders are also uploaded as per the requirements, on the Company's website www.indiagelatine.com



17. The information required in respect of appointment/ re-appointment of directors as per Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards – II on General Meetings under Resolution no. 3, 5 & 6 is annexed hereto.
18. All the work related to share registry in terms of both physical and electronic, are being conducted by Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Limited, B C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Tel No.: +91 22 49186000 Fax: + 91 22 49186060, E-mail id: rnt.helpdesk@linkintime.co.in, Website: www.linkintime.co.in. The Members are requested to send their communication to the aforesaid address.
19. The Company has designated an exclusive Email Id: investor@indiagelatine.com for redressal of Shareholders'/ Investors' complaints/grievance. In case you have any queries, complaints or grievances, then please write to us at the above mentioned e-mail address.
20. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on any working day except Saturdays and Sundays and holidays upto the date of Annual General Meeting.
21. Members are informed that the company's Equity Shares are compulsorily traded in Demat form for all investors, effective from 1st April, 2002. Members may open Depository Account in their names with a Depository Participant to dematerialize their holdings.
22. Members may also note that the Notice of AGM and the Annual Report for the year 2021-2022 are also available on the Company's Website: www.indiagelatine.com for download.
23. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up-to-date, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically at the 50th Annual General Meeting (AGM) to be held on Thursday, 22nd September, 2022 at 12:30 p.m. The Company has engaged the services of Central Depository Services India Ltd (CDSL) to provide remote e-voting facilities. The remote e-voting facility is available at the link www.evotingindia.com. Further, the Company has entered into an arrangement with Link Intime India Private Limited for conducting the AGM through VC/OAVM through INSTAMEET which will facilitate the e-voting at the AGM.

The Company has fixed Wednesday, 14th September, 2022 as the cut-off date for determining voting rights of shareholders entitled to participate in the e voting process. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e-voting on resolutions placed by the Company on e-voting system. Any person who acquires shares of the Company and becomes member of the Company after Friday, 19th August, 2022 i.e. the date considered for dispatch of the notice and holding shares as on the cut-off date i.e. Wednesday, 14th September, 2022, may obtain the login details by sending a request at rnt.helpdesk@linkintime.co.in

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

| Commencement of remote e-voting | End of remote e-voting |
|--|--|
| Monday, 19 th September, 2022 at 10.00 a.m. | Wednesday, 21 st September, 2022 at 5.00 p.m. |

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

The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the company as on Wednesday, 14th September, 2022.

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

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

24. Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:



- i) The Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime India Pvt. Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
 - ii) The Members are requested to participate on first come first serve basis as participation through VC/ OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1,000 members only.
25. The Members will be provided with InstaMeet facility wherein Member shall register their details and attend the Annual General Meeting as under:
- i. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
 - ii. Click “Go to Meeting”
 - iii. Notes:

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

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

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

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

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

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

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

29. Once the electronic voting is activated by the scrutinizer during the meeting, the members who have not exercised their vote through the remote e-voting can cast the vote as under:
 - i. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”



- ii. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
 - iii. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
 - iv. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired.
 - v. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
 - vi. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
 - vii. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
30. The Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
31. The Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
32. In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: Tel:(022- 49186175)
33. **The instructions for remote e-voting are as under:**

The voting period begins on Monday, 19th September, 2022 at 10.00 a.m. and ends on Wednesday, 21st September, 2022 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 14th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

1. The details of the process and manner for e-Voting and joining virtual meeting for Individual shareholders & Members holding shares in dematerialized form.

- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and the provisions contained in Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility being provided by Listed entities, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, login method for e-voting and joining virtual meetings for individual Shareholders holding securities in Demat mode, CDSL/NSDL is given below:



| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders Holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter User ID and Password. After successful authentication, Member will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and Member will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the AGM. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, Member will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and Member will be redirected to e-Voting service provider website for casting its vote during the remote e-Voting period or joining virtual meeting & voting during the AGM. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/Password are advised to use forget User ID and forget password option available at above mentioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

2. The details of the process and manner for remote e-voting for shareholders other than individual shareholders and Members holding shares in physical mode, are explained herein below:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders/ Members”.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form other than individual and Physical Form |
|--|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii). |

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for “INDIA GELATINE & CHEMICALS LIMITED,”
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) Facility for Non – Individual Shareholders and Custodians – For Remote Voting only:

- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. varsha@indiagelatine.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

- 34. The Chairman shall at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present at the AGM through VC/OAVM but have not cast their votes through the remote e-voting and otherwise not barred from doing so, shall be eligible to vote through e-voting system provided during the AGM.
- 35. 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 and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company. The Company shall simultaneously communicate the results to BSE Ltd., Mumbai, who shall place the same on their website

The scrutinizer shall within a period not later than 2 (two) working days from the conclusion of the e- voting period unblock the votes in the presence of atleast 2 (two) witnesses not in the employment of Company and make a consolidated Scrutinizers Report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or the person authorized by him shall declare the result of the voting forthwith.


Details of Directors seeking Appointment/Re-appointment

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings)

| | |
|--|---|
| Name | Mr. Viren C. Mirani |
| Designation | Chairman & Managing Director |
| DIN | 00044901 |
| Date of Birth | 21/08/1965 |
| Date of Appointment | 21/07/2000 |
| Qualification | B.Com |
| Brief resume of the Director including nature of expertise in specific functional areas: | <p>Mr. Viren C. Mirani is a commerce graduate with more than 30 years of rich business experience both within and outside India. He possesses excellent business contacts and is widely travelled. He is instrumental in soliciting technical collaboration for setting up Gelatine Plant in 1997.</p> <p>Mr. Viren C. Mirani is recognized as a leading personality in the Gelatine manufacturing industry in India and internationally as well. Mr. Viren C. Mirani was the President of Gelatine Manufacturers Association of Asia Pacific ("GMAP") (based in Australia, which has members from Australia, New Zealand, China, India, Japan, South Korea and Taiwan) for a period of over 4 years (from March 1, 2008 till June 30, 2012), once again since June 2018 he holds the office of President of the GMAP for a second term. Further, he is also currently the Vice-Chairman of Ossein & Gelatine Manufactures Association.</p> |
| Number of Meetings of the Board attended during the year | 5/5 |
| Relationship between Directors inter-se | No other Directors than Mrs. Shefali V. Mirani, being wife of Mr. Viren C. Mirani, is related |
| Directorship in other Public Ltd. Companies (excluding India Gelatine & Chemicals Ltd.) | - |
| Membership of Committees in other Public Ltd. Companies | - |
| Shareholding of Directors seeking re- appointment | 12,62,459 Equity Shares |



| | |
|--|--|
| Name | Mrs. Shefali V. Mirani |
| Designation | Executive Director |
| DIN | 03107547 |
| Date of Birth | 05/12/1971 |
| Date of Appointment | 07/07/2014 |
| Qualification | B.Com |
| Brief resume of the Director including nature of expertise in specific functional areas: | <p>Mrs. Shefali V. Mirani is a commerce graduate with fairly good experience of industry.</p> <p><u>Experience:</u></p> <ul style="list-style-type: none"> ➤ Volunteered at Sadhana school for mentally challenged adolescent children- 1994-1996 ➤ Indian Merchants Chamber (IMC) exhibitions for embroidered table linen (1994 and 1995) ➤ NAMAN FASHIONS & MODA NAMAN - Export Firm - Partner- 1998-2012 ➤ Exporting hand embroidered fabrics and cut outs to eminent design houses in Italy and designers in Australia and New York <p>Director of India Gelatine & Chemicals Ltd., since 07/07/2014</p> |
| Number of Meetings of the Board attended during the year | 5/5 |
| Relationship between Directors inter-se | No other directors than Mr. Viren C. Mirani, being husband of Mrs. Shefali V. Mirani, is related |
| Directorship in other Public Ltd. Companies (excluding India Gelatine & Chemicals Ltd.) | - |
| Membership of Committees in other Public Ltd. Companies | - |
| Shareholding of Directors seeking re-appointment | 8,21,389 Equity shares |



ANNEXURE TO THE NOTICE

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

Item No. 4:

The Members of the Company, at the 45th Annual General Meeting appointed M/s. Chandulal M. Shah & Co., Chartered Accountants (Firm Registration No. 101698W), as Statutory Auditors for a term of five years from conclusion of the 45th Annual General Meeting of the Company till the conclusion of 50th Annual General Meeting of the Company. Accordingly, the term of appointment of M/s. Chandulal M. Shah & Co., Chartered Accountants, as Statutory Auditors of the Company is upto the conclusion of the ensuing 50th Annual General Meeting.

The Board of Directors of the Company, upon recommendation of Audit Committee has approved, subject to approval of shareholders, the appointment of M/s. Mahendra N. Shah & Co., Chartered Accountants, Ahmedabad as Statutory Auditors of the Company to hold office from the conclusion of 50th Annual General Meeting of the Company till the conclusion of 55th Annual General Meeting of the Company.

As per provisions of Section 139 of the Companies Act, 2013, an audit firm can be appointed or re-appointed up to two terms of five consecutive years. Accordingly, M/s. Mahendra N. Shah & Co., Chartered Accountants are eligible for re-appointment for a period of five years after interval of five years. M/s. Mahendra N. Shah & Co., Chartered Accountants have given their consent for their appointment as Statutory Auditors of the Company and a certificate has also been obtained confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder.

As confirmed to the Audit Committee and stated in their report on financial statements, the Statutory Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

Based on the recommendations of the Audit Committee and the Board of Directors, it is proposed to appoint M/s. Mahendra N. Shah & Co., Chartered Accountants, (Firm Registration No. Firm Reg. No. 105775W) as the Statutory Auditors of the Company for the first term of five (5) consecutive years, to hold office from the conclusion of ensuing 50th AGM till the conclusion of the 55th AGM of the Company.

The remuneration proposed to be paid to the Statutory Auditors for Financial Year 2022-23 is ₹ 3,50,000/- (Rupees Three Lakhs & Fifty Thousand Only) plus applicable taxes and out of pocket expenses.

For the subsequent years of their term of appointment, the remuneration shall be decided by the Board of Directors based on recommendation of the Audit Committee and agreed by Statutory Auditors from time to time.

M/s. Mahendra N. Shah & Co., Chartered Accountants, is registered with Institute of Chartered Accountants of India with Firm Registration No. 105775W. M/s. Mahendra N. Shah & Co., Chartered Accountants serves several listed and unlisted companies in all the business sectors.

Item No. 5:

Item No. 5 of the Notice relates to the re-appointment of Mr. Viren C. Mirani as Managing Director of the Company, whose present tenure will expire on 31st March, 2023.

The Board of Directors at its meeting held on 4th August, 2022 based on the recommendation of Nomination and Remuneration Committee and subject to member's approval, approved the re-appointment of Mr. Viren C. Mirani as Managing Director of the Company for a period of three (3) years w.e.f. 1st April, 2023. Further, pursuant to the provisions of Sections 196, 197, 198 and Schedule V to the Companies Act & the rules framed thereunder and Regulation 17(6)(e) of the SEBI Listing Regulations, 2015 approval of the members by way of a Special Resolution is required. The remuneration proposed to be paid to him under the proposed resolution will be subject to the passing of Special Resolution. If the Special Resolution is passed he will be paid remuneration as mentioned in the resolution.

I. Information about the Appointee:

1) Background details:

Mr. Viren C. Mirani is a commerce graduate with more than 30 years of rich business experience both within



and outside India. He possesses excellent business contacts and is widely travelled. He is instrumental in soliciting technical collaboration for setting up Gelatine Plant in 1997.

Mr. Viren C. Mirani is recognized as a leading personality in the Gelatine manufacturing industry in India and internationally as well. Mr. Viren C. Mirani was the President of Gelatine Manufacturers Association of Asia Pacific ("GMAP") (based in Australia, which has members from Australia, New Zealand, China, India, Japan, South Korea and Taiwan) for a period of over 4 years (from March 1, 2008 till June 30, 2012), once again since June 2018 he holds the office of President of the GMAP for a second term. Further, he is also currently the Vice-Chairman of Ossein & Gelatine Manufactures Association.

2) Recognition or awards:

His untiring efforts as Executive Officer for 15 years, as Executive Director for 10 years and as Managing Director for 12 years has contributed substantially for the Company to earn various "Recognitions and Awards" for "Excellence" in Exports by Trade Bodies and Government of India.

The Company's focus on exports under Mr. Viren Mirani's leadership has also won several awards, including awards from CAPEXIL (formerly Chemicals and Allied Products Export Promotion Council), which is sponsored by the Ministry of Commerce and Industry, Government of India, for export achievement in respect of Ossein and Gelatine for the several years.

3) Job profile/suitability:

The Managing Director looks after manufacturing, marketing, technical operations and over all administration of the Company. Because of his sharp business acumen and matured experience, the performance of the company has been noteworthy, which also speaks volumes of his ability. He has also been handling the most onerous job of marketing Ossein and Gelatine and while discharging these functions quite effectively he has shown signs of great acumen and stewardship.

4) Proposed remuneration:

As per approval of members, he will be paid salary in the scale of ₹ 27,00,000 - 2,00,000 - 31,00,000 per month and Perks not to exceed ₹ 25,000/- per month in the event of inadequacy of profits. In the event of sufficient profits he may also be paid a commission not exceeding 5% of the net profits, as may be decided by the Board of Directors.

5) Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person:

The main product of the industry is sold in the overseas market. Export requirements are always quite stringent. It requires constant "watch and vigil". "Norms and Parameters" of purchase of materials and production of high quality are of prime importance. Disciplined approach and compliances required for the staff need constant supervision and continuous accountability. Running this type of industry successfully and earning awards of "Excellence" year after year proves the performance of Managing Director. Remuneration sought to be paid to him is thus reasonable. It is also within the normal range of "Managerial Remuneration" paid these days by performance oriented units.

6) Pecuniary Relationship with Company:

The Managing Director's family is also the Promoter of the Company and as such holds substantial financial interest and continuing commercial affinity with the Company. He along with his wife holds 29.38 % Equity Share Capital of the Company. Promoters group as a whole, hold around 61.38 % in the equity of the Company.

The above details are given along with details of his remuneration in the Annexure to the Notice to the extent they are applicable.

Your directors recommend the resolutions as they consider the same as in the interest of the Company.

The above details may be treated as abstract of terms and conditions of the re-appointment of Managing



Director Mr. Viren C. Mirani as per Section 102 of the Companies Act, 2013.

Mr. Viren C. Mirani, the Managing Director of the Company, is deemed as concerned and interested in the above resolution so far as it relates to his re-appointment and remuneration payable to him. Mrs. Shefali V. Mirani Director of the Company, being the wife of Mr. Viren C. Mirani, is interested.

The Draft Agreements to be entered into with the Managing Director is open for inspection by Members on any working day between 3.00 p.m. to 5.00 p.m. at the Registered Office of the Company.

Item No. 6:

Item No. 6 of the Notice relates to the re-appointment of Mr. Shefali V. Mirani as Executive Director of the Company, whose present tenure will expire on 31st March, 2023.

The Board of Directors at its meeting held on 4th August, 2022 based on the recommendation of Nomination and Remuneration Committee and subject to member's approval, approved the re-appointment of Mrs. Shefali V. Mirani as an Executive Director of the Company for a period of three (3) years w.e.f. 1st April, 2023. Further, pursuant to the provisions of Sections 196, 197, 198 and Schedule V to the Companies Act & the rules framed thereunder and Regulation 17(6)(e) of the SEBI Listing Regulations, 2015 approval of the members by way of a Special Resolution is required. The remuneration proposed to be paid to her under the proposed resolution will be subject to the passing of Special Resolution. If the Special Resolution is passed she will be paid remuneration as mentioned in the resolution.

I. INFORMATION ABOUT THE APPOINTEE:

1) Background details:

Mrs. Shefali V. Mirani is a commerce graduate with fairly good experience of industry. She was associated with below mentioned activities:

- Volunteered at Sadhana school for mentally challenged adolescent children - 1994-1996
- Indian Merchants Chamber (IMC) exhibitions for embroidered table linen (1994 and 1995)
- NAMAN FASHIONS & MODA NAMAN - Export Firm - Partner- 1998-2012
- Exporting hand embroidered fabrics to eminent design houses in Italy and designers in Australia and New York.

2) Proposed remuneration:

Salary in the scale of ₹ 12,00,000 - 1,00,000 - 14,00,000 per month and Perks not to exceed ₹ 25,000/- per month in the event of inadequacy of profits. In the event of sufficient profits she may also be paid a commission not exceeding 5% of the net profits, as may be decided by the Board of Directors.

3) Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person:

The main product of the industry is sold in the overseas market. Export requirements are always quite stringent. It requires constant "watch and vigil". "Norms and Parameters" of purchase of materials and production of high quality are of prime importance. Disciplined approach and compliances required for the staff need constant supervision and continuous accountability. It is also within the normal range of "Managerial Remuneration" these days by performance oriented units.

4) Pecuniary Relationship with Company:

The Executive Director's family is also the Promoter of the Company and as such holds substantial financial interest and continuing commercial affinity with the Company. She along with her husband holds 29.38 % Equity Share Capital of the Company. Promoters group as a whole, hold around 61.38 % in the equity of the Company.

The above details are given along with details of her remuneration in the annexure to the Notice to the extent they are applicable.



Your directors recommend the resolution as they consider the same as in the interest of the Company.

The above details may be treated as abstract of terms and conditions of the appointment of Mrs. Shefali V. Mirani as per Section 102 of the Companies Act, 2013.

Mrs. Shefali V. Mirani, an Executive Director of the Company, is deemed as concerned and interested in the above resolution so far as it relates to her re-appointment and remuneration payable to her. Mr. Viren C. Mirani, Managing Director of the Company, being the spouse of Mrs. Shefali V. Mirani, is interested.

The Draft Agreement to be entered into with the Executive Director is open for inspection by Members on any working day between 3.00 p.m. to 5.00 p.m. at the Registered Office of the Company.

By Order of the Board of Directors

Place: Mumbai
Date: 04.08.2022

Tanaya T. Daryanani
(Company Secretary)

**DIRECTORS' REPORT**

The Directors of your Company have pleasure to present 50th Annual Report with the Audited Statements of Accounts for the year ended 31st March, 2022.

FINANCIAL RESULTS:

| | | ₹ in Lakhs |
|--|-----------------|------------|
| | 2021-2022 | 2020-2021 |
| Total Revenue | 16363.58 | 14,853.81 |
| Profit for the year after deducting all expenses but before interest, depreciation and taxation (EBIDTA) | 1113.53 | 1,310.08 |
| LESS: | | |
| Interest & Financial Charges | 19.11 | 16.85 |
| Depreciation | 360.04 | 365.36 |
| Provision for Taxation | | |
| Current Tax | 213.12 | 228.23 |
| Deferred Tax | (39.43) | 9.92 |
| Short / (Excess) provision of taxation of earlier year | (0.46) | (21.32) |
| | 561.15 | 711.04 |
| Add: Other comprehensive income | 77.31 | (15.59) |
| NET PROFIT FOR THE YEAR TO WHICH IS ADDED: | 638.46 | 695.45 |
| Surplus Brought Forward | 1343.90 | 854.83 |
| BALANCE AVAILABLE FOR APPROPRIATION | 1982.36 | 1,550.28 |
| APPROPRIATION FOR | | |
| Dividend paid | 177.31 | 106.38 |
| Corporate Dividend Tax | - | - |
| General Reserve | 100.00 | 100.00 |
| Surplus Carried to next year's account | 1705.05 | 1,343.90 |
| | 1982.36 | 1,550.28 |

At the beginning of this report I would like to wholeheartedly wish all the shareholders that you and your family members are safe and healthy during these challenging times. The FY 21-22 has been one which has been unprecedented and which has had a major impact on all our lives, livelihoods and business.

ECONOMIC SCENARIO & OUTLOOK:

Despite the challenges we all faced during the year, beginning with the second wave of the Covid-19 pandemic and then the Russia-Ukraine war, the dedication and hard work along with the continued efforts of the staff and the entire team at IGCL both at the plant and Head Office. We are also pleased to state that once again there were no production days lost during the financial year.

The Global Growth had escalated to an estimated 5.5% during 2021, however, due to the new Covid-19 variants cropping up from time to time, heightened levels of oil and gas prices and other supply bottlenecks are likely to reduce the Global Growth levels to 4.1% in 2022.

This in 2023 is expected to further lower to 3.2% on account of Global inflation which will affect consumer patterns across the board. With a major political crisis brewing in Europe, further economic disruptions are also imminent.

In India also the effects of the Omicron variant were felt strongly, although much lower than the two waves of the Covid and Delta variants. GDP for FY 22 on account of the Covid-19, Omicron and supply chain disruptions was lowered down to 8.1%.

Although India did witness strong financial markets as well as capital inflows it did escape the third wave which would be on account of the strong vaccination regime and controls adopted. With the war like situation looming in Europe it will certainly have an impact on the Indian economy, however, with the close ties with Russia it may prove to be a favourable situation for India.

The Speciality Chemicals market size in India is about \$90.35 billion and is likely to grow to \$160.16 billion by 2027.



The company's main product Gelatine primarily caters to the Pharmaceutical industry in India which is a market size of \$18.07 billion and which is likely to grow by 11% by 2025.

India's Speciality Chemicals industry is being driven by both domestic consumption as well as exports and IGCL is focusing strongly on both of these areas.

The Revenue of the company has increased to INR 15439.83 lakhs over the previous year. Gelatine sales have increased to INR 1338.35 lakhs (net of duties & taxes) which is about 15% higher than the previous year and whereas Ossein sales have decreased by INR 849.62 lakhs which is 38% lower than the previous year.

The demand for the products of the company especially Gelatine and DCP continued to be robust during the year and better realisations for all the products including DCP and Collagen propped the company to its highest ever turnover of the company. The company continues its untiring efforts for increasing the sales of "EverpureLife" Marine Collagen.

On account of higher bone prices the demand for Ossein remained subdued during the year, however, the outlook for ossein demand is likely to increase in the coming year on account of reduced availability of raw materials and higher input costs for Gelatine manufacture around the world.

During the year there has been a significant increase in the cost of the company's principal raw material crushed bones procured from Indian suppliers. The increase during the year was to the tune of 11% over the previous year. The company imported bones from overseas and continues to find alternative avenues for the sourcing of bones from other countries to augment to the availability of the requisite raw materials required.

Implementation of Green initiatives have also been implemented by the company by embarking upon the replacement of burners and heating devices to ones which would use Agri waste as an energy source. The project is scheduled to be commissioned sometime during the last quarter of 2022. Besides reducing the carbon footprint there will be a significant amount of savings on account of reduced use of oil and Natural Gas. During the year the cost of Natural Gas has increased by a whopping 65% which is being used for running the boilers and other equipment's. This will soon become a thing of the past as the new Green initiatives shall be commissioned.

Impact of Covid-19 pandemic

The Company has assessed the probable impact of COVID-19 pandemic. It has considered internal and external information available up to the date of approval of these financial results and has performed analysis based on current estimates in assessing the recoverability of its assets including trade receivables, inventories, and other financial and non-financial assets for possible impact on these financial results. The Company has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position, etc. On the basis of its present assessment and current indicators of future economic conditions, the Company expects to recover the carrying amounts of these assets and does not anticipate any material impact on these financial results. However, the assessment of impact of COVID-19 is a continuing process, given the uncertainties associated with its nature and duration. The company will continue to monitor any material changes to future economic condition.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is annexed herewith as "**Annexure-A**" forming part of the Annual Report.

DIVIDEND:

Your directors recommend dividend @ 25% i.e. ₹ 2.50/- per share (previous year 25% i.e. ₹ 2.50 per share) on Equity Shares of ₹ 10/- each of the company for the year ended 31st March, 2022.

TRANSFER TO RESERVES:

Your Company has transferred ₹100 Lakhs to the General Reserve (Previous year ₹ 100 Lakhs) from the current year's profits.

SHARE CAPITAL:

During the year under review, the Issued, Subscribed and Paid-up equity share capital of the Company was ₹ 7,09,23,000/- divided into 7092300 equity shares of face value of ₹10/- each.

There was no change in the capital structure of the Company during the year.



TAXATION:

The Company has made a provision of ₹ 213.12 Lakhs 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 2021-2022, 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:

The Corporate Governance, which form an integral part of this Report, is set out as separate Annexure, together with the Certificate from the Practicing Company Secretaries regarding compliance with the requirements of Corporate Governance as stipulated under various regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. The company has complied with SS-1 and SS-2.

Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund ('IEPF')

Pursuant to the provisions of the Companies Act, 2013 read with Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the dividends, unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the IEPF. Accordingly, unclaimed dividends of Shareholders for the Financial Year 2014-15 lying in the unclaimed dividend account of the Company as on October 29, 2022 will be transferred to IEPF on the due date. Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a consecutive period of seven years from the date of transfer of the dividend to the unpaid dividend account is also mandatorily required to be transferred to the IEPF Authority established by the Central Government. Accordingly, the Company has transferred unclaimed dividend and eligible Shares to IEPF Demat Account within statutory timelines.

The details of unclaimed dividends and shares transferred to IEPF during Financial Year 2021-2022 are as follows:

| Financial Year | Amount of Unclaimed Dividend Transferred (₹ in lakhs) | Number of Shares Transferred |
|-----------------------|--|-------------------------------------|
| 2013-14 | 3.12 | 7,406 |

The Company has sent individual communication to the concerned shareholders at their registered address, whose dividend remained unclaimed and whose shares were liable to be transferred to the IEPF. The communication was also published in newspapers.

Any person whose unclaimed dividend and shares pertaining thereto, matured deposits, matured debentures, application money due for refund, or interest thereon, sale proceeds of fractional shares, redemption proceeds of preference shares, amongst others has been transferred to the IEPF Fund can claim their due amount from the IEPF Authority by making an electronic application in e-form IEPF-5. Upon submitting a duly completed form, Shareholders are required to take print of the same and send physical copy duly signed along with requisite documents as specified in the form to the attention of the Nodal Officer, at the Registered Office of the Company. The e-form can be downloaded from the website of Ministry of Corporate Affairs at www.iepf.gov.in The Shareholders can file only one consolidated claim in a financial year as per the IEPF Rules.



SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

Your Company is not having any subsidiary, associate or joint venture. Further during the financial year under review, no company has become or ceased to be subsidiary, joint venture or associate of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Board of Directors acknowledge the responsibility for ensuring compliances with the provisions of Section 134(3) (c) read with Section 134(5) of the Companies Act, 2013 in the preparation of annual accounts for the year ended on 31st March, 2022 and state that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii) 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 ended on that date;
- iii) 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) the directors have prepared the annual accounts on a going concern basis;
- v) proper internal financial controls were in place and that the financial controls are adequate and were operating effectively;
- vi) 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:

In accordance with the provisions of Section 139 of the Act, M/s. Chandulal M. Shah & Co., Chartered Accountants (Firm Registration No. 101698W) the Statutory Auditors, were appointed in 45th Annual General Meeting to hold office from the conclusion of 45th Annual General meeting for a term of consecutive five years till conclusion of 50th Annual General Meeting to be held in the year 2022. The Auditors' Report on Financial Statements for Financial year 2021-22 is enclosed with the Financial Statements in this Annual Report. In terms of Section 139 of the Act, M/s. Chandulal M. Shah & Co., would hold office till the conclusion of the 50th Annual General Meeting of the Company. The Board has, in its meeting held on 4th August, 2022, recommended the appointment of M/s Mahendra N. Shah & Co., Firm Registration No: 105775W, as Statutory Auditor of the Company to hold office from the conclusion of the 50th Annual General Meeting of the Company until the conclusion of the 55th Annual General Meeting of the Company.

A resolution proposing appointment of M/s Mahendra N. Shah & Co., Chartered Accountants, Firm Registration No: 105775W, as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 forms part of the Notice of Annual General Meeting.

AUDITORS' REPORT

Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remark.

Disclosure under Section 143(12) of the Act

The Statutory Auditors of the Company have not reported any instances of fraud or irregularities under provisions of Section 143(12) of the Act and Rules made there under in the management of the Company during financial year under review.

SECRETARIAL AUDITOR AND AUDIT REPORT:

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 & Kabra, Practicing Company Secretaries to conduct the Secretarial Audit of your Company for the financial year ended 31st March, 2022.

Secretarial Audit Report has been issued by M/s. Samdani Shah & Kabra, Practicing Company Secretaries in Form



MR-3. The said report does not contain any observation or qualification requiring explanation or adverse remark. The Secretarial Audit report is annexed herewith as "Annexure-E" to this report.

M/s Chirag Shah & Associates, Practicing Company Secretaries has submitted Annual Secretarial Compliance Report as laid down in SEBI Circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and has also confirmed that the Company has complied with all applicable SEBI Regulations and circulars / guidelines issued thereunder, for the financial year 2021-22.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

(Including criteria for determining qualification, positive attributes, independence of a Director, policy relating to remuneration of 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.

The policy of the Company on Directors' appointment and remuneration, including the criteria for determining the qualifications, positive attributes, independence of a Director and other matters, as required under Section 178(3) of Companies Act, 2013 is available on our website i.e. www.indiagelatineline.com or on below mentioned weblink:

<http://www.indiagelatineline.com/financial/Nomination%20&%20Remuneration%20Policy.pdf>

(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:

Pursuant to provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Directors on the Board carried out an annual evaluation of the Board itself, its Committees and individual Directors. The entire Board carried out performance evaluation of each Independent Director excluding the Independent Director being evaluated. Nomination and Remuneration Committee also carried out evaluation of every Director's performance.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, setting out parameters of evaluation. Evaluation parameters of the Board and Committees were mainly based on Disclosure of Information, Key functions of the Board and Committees, responsibilities of the Board and Committees, Corporate Governance Norms etc. Evaluation parameters of individual directors including the Chairman of the Board and Independent Directors were based on knowledge to perform the role, time and level of participation, performance of duties and level of oversight and professional conduct etc.

Independent Directors in their separate meeting held on 21st March, 2022 have also evaluated the performance of Non-Independent Directors, Chairman of the Board and the Board as a whole.

DISCLOSURES BY THE DIRECTORS:

The Directors on the Board have submitted notice of interest under Section 184(1), intimation under Section 164(2) and declaration as to compliance with the Code of Conduct of the Company. All Independent Directors have also given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 (the "Act") and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have complied with the code of Independent Directors as prescribed in Schedule IV of



the Companies Act, 2013. In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfil the conditions specified in the Act and the Rules made thereunder and are independent of the management.

The Independent Directors have confirmed that they have registered their names in the data bank maintained with the Indian Institute of Corporate Affairs ('IICA').

The Directors and Senior Management Personnel have complied with the code of conduct for Directors and Senior Management.

NUMBER OF MEETING OF BOARD OF DIRECTORS:

The Board of Directors duly met 5 times and the independent Directors once during the financial year ended March 31, 2022. The dates on which the Board meetings were held are 10.06.2021, 28.06.2021, 11.08.2021, 01.11.2021 & 10.02.2022.

The other details of which are mentioned in the Corporate Governance Report annexed herewith. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DETAILS OF COMMITTEE OF DIRECTORS:

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors, Corporate Social Responsibility Committee and Stakeholder Relationship Committee, number of meetings held of each Committee during the financial year 2021-22 and meetings attended by each member of the 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.

DIRECTORS & KEY MANAGERIAL PERSONNEL:

DIRECTORS

In terms of the provisions of Section 152(6) of the Act, Mr. Viren C. Mirani, (DIN: 00044901) who retires by rotation and being eligible, offers himself for re-appointment.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 28.06.2021 had appointed Mrs. Bharati Aashim Mongia (DIN: 01858267), as an additional Non Executive Independent Director, pursuant to 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the Board of the Company for a term of five (5) consecutive years from June 28, 2021 to June 27, 2026, not liable to retire by rotation subject to the approval of the shareholders at the upcoming Annual General Meeting. The aforesaid appointment of Mrs. Bharati A. Mongia was ratified by the members of the Company at the Annual General Meeting held on 24th September, 2021.

Mr. Pradip P. Madhavji, Non Executive Independent Director of the Company resigned w.e.f. 28.06.2021. The Board of Directors gave appreciation for the assistance and guidance provided by Mr. Pradip P. Madhavji, during his tenure as Non-Executive Independent Director of the Company.

KEY MANAGERIAL PERSONNEL

During the year under review, the following were the 'Key Managerial Personnel' of the Company:

- a) Mr. Viren C. Mirani – Chairman & Managing Director;
- b) Mr. Nishant P. Odhvani, - Chief Financial Officer; and
- c) Mrs. Tanaya T. Daryanani - Company Secretary.

Mr. Nishant P. Odhvani, Chief Financial Officer (CFO) of the Company gave the resignation from the position of CFO & Key Managerial Personnel (KMP) w.e.f. closing of business hours on 21st April, 2022 to explore other opportunities.

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 Auditor monitors and evaluates the efficacy and adequacy of internal financial control system in the Company, its compliance with operating systems, accounting procedures, application of the instructions and policies fixed by the senior management of the Company. The Audit Committee reviews the report submitted by the Internal Auditors on a quarterly basis. During the Audit Process no material discrepancies have been reported by the Internal Auditor.

LOANS, INVESTMENT AND GUARANTEES BY THE COMPANY:

As required to be reported pursuant to the provisions of Section 186 and Section 134(3)(g) of the Companies Act, 2013, the particulars of loans and/or investments made by the Company under the aforesaid provisions during the Financial Year 2021-22 have been provided in the Notes to the Standalone Financial Statements.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as "Annexure-B" to this Report.

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Boards' Report for the year ended 31st March, 2022 is given in the "Annexure B" of this Report.

ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, as amended from time to time, the Annual Return as on March 31, 2022 in the form MGT-7 is available on the Company's website at the web-link given below:

https://www.indiagelatine.com/financial/IGCL_MGT_7_draft.pdf

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- F". 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.

The related party transactions policy is uploaded on the Company's website at the web-link given below:

<http://www.indiagelatine.com/financial/Policy%20on%20Materiality%20of%20related%20party%20transaction.pdf>

All Related Party Transactions are placed before the Audit Committee and 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.

RISK MANAGEMENT

Pursuant to Section 134 of the Act, the Company has a risk management policy in place for identification of key risks to the business objectives of the Company, impact assessment, risk analysis, risk evaluation, risk reporting and disclosures, risk mitigation and monitoring, and integration with strategy and business planning.

The Company periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

Pursuant to the provisions of sub-section 9 of section 177 of Companies Act, 2013 ("the Act" or "Act") and in terms of Regulation 22 read with Regulation 4(2)(d)(iv) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), 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.

The Whistle Blower Policy is uploaded on the Company's website at the web-link given below:

<http://www.indiagelatine.com/financial/Whistle%20Blower%20Policy.pdf>



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:

The brief outline of the Corporate Social Responsibility (CSR) Policy of the company and the initiatives undertaken by the company on CSR activities during the year are set out in Annexure of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules 2014. The said Report on CSR Activities is annexed herewith as “Annexure-D” and forms an integral part of the Report.

The Policy is available on the website of the Company.

DISCLOSURE UNDER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance towards sexual harassment at the workplace. The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the reporting year, no complaint has been received with respect to sexual harassment.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations.

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.

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

Place: Mumbai
Date: 27/05/2022

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



ANNEXURE 'A' TO DIRECTORS' REPORT MANAGEMENT DISCUSSION & ANALYSIS REPORT

1) Global and Domestic Economic Overview

It bears mention that FY21-22 has been an extremely challenging year, globally as well as for the operations of the company. Just when it seemed normalcy had been restored, India was caught in the second wave of the pandemic through April and May of 2021. This led to further pressures on healthcare systems around the country as well as the advent of continued lock downs. Resulting in closure of travel, eating establishments as well as hotels.

19 April marked the end of a week with 5.2 million cases reported, the highest rate since the pandemic started.

India recorded 315, 735 new cases on 21 April 2021, the world's highest recorded single-day total in any country.

Although the country was achieving some success through its aggressive immunization drive, it was only post October 2021 that a significant rollout of around 100-crore vaccinations were recorded. The Omicron fears loom over the world but with the mass immunizations implemented globally as well as in India it may preclude any replications of the second wave of the Delta Variant.

As though the troubles in relation to the pandemic were not enough, the news of the Russian invasion of Ukraine began to reverberate on 24th February 2022. It was expected, this conflict was short-lived, however, the war has gone on for several months now.

The immediate outcomes have been a spike in crude oil and natural gas prices while international stock markets have been rocked by volatility. European countries will have to look for other suppliers to meet their energy needs which emanate from Russia.

Like the rest of the world, the Indian economy will also face the fall-out of these geopolitical tensions. The Indian Government has already warned that it could take a toll on the country's financial stability and that the situation especially crude oil prices are something to worry about.

With higher fuel prices on the anvil, inflationary pressures on the economy will mount further. Inflation was reported to be about 6 per cent in January this year, higher than the 5.66 per cent recorded in December 2021.

2) OPPORTUNITIES AND THREATS:

Opportunities:

The company operates in the field of Specialty Chemicals. There has been a growing demand for high-performance and function-specific chemicals across key end-use industries. Specialty chemicals are also referred to as performance chemicals or effect chemicals. Some popular examples include essential oils, gelatin, castor oil, and collagen. These chemicals are referred to as specialties as they are produced in lesser volumes and cater only to a few applications unlike the rest of the fine and commodity chemicals (according to the European Chemical Industry Council (Cefic). (source: Grand View Research, USA)

The global food grade gelatine market is projected to register a CAGR of 3.88% during the forecast period, 2021-2027.

The COVID-19 crisis has impacted the overall gelatine industry, as many stores shut down or reduced their business hours. However, the demand for Gelatine is expected to sustain in the near future. With the second wave of the disease being more severe, players are gearing up their supply chain and inventories to meet the demand for immunity-enhancing products.

A silver lining, if at all for our industry due to the pandemic was the rise of home bakers as people were trapped indoors and began baking with a vengeance, leading to an increased demand for Gelatine. Due to its multi-functional properties, it is an indispensable additive providing proper texture, creaminess, and an artistic touch to homemade food.

The market is majorly driven by the increased demand for gelatine in the functional food industry due to its water-binding and jellying properties. The specialty food industry is experiencing demand growth due to discerning consumer preferences for high-quality food products. Functional foods are those that offer certain health benefits beyond basic nutrition.

**Threats:**

Given the current global scenario with the Russian war on Ukraine showing no signs of abatement, a fallout will be the surge in the cost of Oil and Gas as compared to the last few years. The gelatine manufacturing industry is fairly dependent on energy for its production. Given the high cost of energy inputs, the cost of production for gelatine is likely to remain high, this allows the possibility for substitute products making a headway into the traditional areas both in food and pharma where gelatine is required.

3) SEGMENT-WISE AND PRODUCT-WISE PERFORMANCE:

Gelatine sales registered a growth of % on Y-O-Y basis based on revenue terms. This was primarily possible on account of a churn in customer base where exports witnessed a greater volume as opposed to the domestic market.

The company continuously focuses on areas of higher growth. The realizations for various gelatine products of the company find more favour as compared to sales in the domestic market and hence the impetus on the exports remains at the forefront.

During the year, Ossein exports remained consistent with the previous year, however, due to the lower availability of raw materials for gelatine production around the world there is likely to be a greater demand for the Ossein in the future and it is hoped that the Ossein sales shall increase in the coming years.

2021-22 witnessed a sea change as environmental awareness grew in leaps and bounds. Reduction of carbon emissions was the order of the day and major countries around the world supported the reduction in the use of coal for power and running of critical equipment. This led to some plants around the world, which were heavily relying on coal for their energy source to reduce production or shut down. This caused reduced imports of MCP-Mono Calcium Phosphate; an alternate available for animal and poultry feed manufacturers.

The imports of MCP at low prices had resulted in the price levels of DCP manufactured by IGCL to be sold at below cost prices for the past few years in order to compete with imports. Since December 2021 the prices of DCP have recovered to more realistic levels and it is hoped the import of the alternatives are controlled to non-subsidized price levels.

The sales of the company's B2C product "EverpureLife" Marine Collagen continues to rise, however, due to increased competition from other rivals it is having a limited growth rate for the moment. It is anticipated that as witnessed around the world the sales of this product too shall continue to grow to higher levels in future.

4) OUTLOOK:

With the pandemic settling now to a virus level, it will create a sense of normalcy in daily life. This will create a surge for gelatine in both food as well as pharmaceutical applications.

Globally, beside India the availability of raw materials for gelatine production is short and hence it is likely that the demand for the company's products of Ossein and gelatine should remain spiked and witness robust sales. .

DCP markets domestically look to be buoyant and is likely to remain the same for the following year. The gelatin market is driven by the rising preference for convenience foods and beverages. In addition, other factors such as the growing importance of microencapsulation are expected to trigger the gelatin market toward witnessing a CAGR of about 8% during the forecast period.

On the basis of region, Asia-Pacific dominated the bovine gelatine market in 2020, and accounted for maximum bovine gelatine market size. Asia-Pacific currently is one of the leading markets of the bovine gelatine market due to the extreme growing demand for Bovine Gelatine products in food and beverages and nutrition & supplements industry. Players in the Bovine Gelatine market have adopted business expansion and product launch as their key developmental strategies to expand their market share, increase profitability, and remain competitive in the market

5) RISKS AND CONCERNS:

With the rise in cost of raw materials alongside key inputs in the form of chemicals as well as energy (oil and gas) - the cost of production of gelatine has sky rocketed. This enables cheaper substitutes to crawl into the market especially into the traditional areas of gelatine usage which is capsules and food applications.



The world is witnessing a higher growth in the use of HPMC- based capsules as opposed to gelatine- based capsules, however, it would be interesting to see how the cost of production of the other alternatives pans out going forward.

On the other hand, plant- based foods are also entering the food chain in leaps and bounds catering to the ever-increasing fad of veganism and people turning toward vegetarianism. This shift toward plant- based products remains a major concern for the confectionary and candy industry which has been dominated for the past several years by gelatine- based products.

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.

This internal control is supplemented by an extensive programme of internal audit, reviewed 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:

The highlights of Financial Performance:

| Sr. No. | Ratios | 2021-2022 | 2020-2021 |
|---------|---------------------------|--------------------|-------------|
| 1. | Current Ratio# | 6.60 | 9.63 |
| 2. | Operating Profit margin\$ | 4.60% | 6.57% |
| 3. | Net Profit Margin^ | 3.53% | 5% |
| 4. | Return on Net worth% | 6.34% | 8.26% |
| 5. | Inventory Turnover Ratio | 5.57 Times | 5.03 Times |
| 6. | Debtors Turnover Ratio | 15.26 Times | 18.08 Times |

Change in Current Ratio due to comparatively higher current liabilities as compared to previous year

\$ Change in Operating Profit Margin ratio due to lower operating profit (EBIT) as compared to previous year

^ Net Profit Margin decreased due to increase in expense despite rise in revenue.

% Return on Net worth decreased because there is decrease in profit margin and net profit during the year

Turnover increased by 11.09% to ₹ 15,983.79 Lakhs during the year ended 31st March 2022 as compared to ₹ 14,387.35 Lakhs during the previous year.

EBIDTA (Earnings before Interest, Depreciation, Taxes and Extra-Ordinary Item) for the Current year is ₹ 1,113.53 Lakhs as against ₹ 1310.08 Lakhs in the previous year.

The Board of Directors recommended dividend @ 25% as against @ 25% in the previous year

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

The Company recognizes the importance and contribution of its Human Resources towards 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 102 Employees on its roll as on 31st March, 2022.

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.



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 31ST MARCH, 2022.

| Sr. no. | Director/ KMP | Remuneration ₹ Lakhs | | Median Remuneration of Employees ₹ Lakhs | | Ratio | | Increase % | |
|---------|--|----------------------|--------|--|-------|-------|-------|------------|--------|
| | | 21-22 | 20-21 | 21-22 | 20-21 | 21-22 | 20-21 | 21-22 | 20-21 |
| 1. | Viren C. Mirani (Managing Director) | 279.00 | 255.00 | 5.05 | 4.40 | 54.68 | 57.95 | 9.40 | 10.39 |
| 2. | Shefali V. Mirani (Executive Director) | 123.00 | 123.00 | 5.05 | 4.40 | 24.11 | 27.95 | - | 105.00 |
| 3. | Nishant P. Odhvani (Chief Financial Officer) | 19.39 | 16.94 | 5.05 | 4.40 | 3.80 | 3.85 | 14.46 | (3.09) |
| 4. | Tanaya T. Daryanani (Company Secretary) | 10.53 | 9.10 | 5.05 | 4.40 | 2.06 | 2.07 | 15.60 | (3.50) |

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

2. Number of permanent employees on the rolls of the Company as on 31st March, 2022 were 102 Nos. and as on 31st March, 2021 were 102 Nos.
3. There is no variable component of remuneration to the Directors.
4. No employee has received remuneration in excess of highest paid Director of the Company during the Financial Year 2021-22.
5. a) Performance of the Company :

1. Profit before tax:

₹ in Lakhs

| Description | 2021-2022 | 2020-2021 |
|-------------------|-----------|-----------|
| Profit before tax | 734.36 | 927.87 |

2. Variations in EPS of the Company:

₹

| Description | 31.03.2022 | 31.03.2021 |
|-------------|------------|------------|
| EPS | 7.91 | 10.03 |

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, 31ST MARCH, 2022.

| Name | Designation | Remuneration ₹ lakhs | Qualification | Age Years | Experience Year | Date of Commencement of employment | Last Employment and Designation |
|-------------------|------------------------------|----------------------|---------------|-----------|-----------------|------------------------------------|---|
| Viren C. Mirani | Chairman & Managing Director | 315.55 | B. Com | 56 | 37 | 21.07.2000 | Sr. Executive in India Gelatine & Chemicals Limited |
| Shefali V. Mirani | Executive Director | 124.63 | B.Com | 50 | 28 | 07.07.2014 | Non – Executive Director |

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 Chairman & Managing Director & Executive 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) Measures taken for Conservation of Energy:
 - i) Installed new effluent treatment equipment for reduction of overall ETP energy cost.
 - ii) Regular and Halogen lights are being replaced phase-wise in selective areas by LED lights for energy saving.
 - iii) Continue with process of Installation of transparent roofing sheets for natural lighting.
 - iv) Continue with replacement of old pumps with energy efficient pumps.
 - v) Additional capacitors have been installed, which has resulted in lower electricity consumption.
 - vi) Replaced existing air compressors with new energy efficient air compressor.
- b) Additional investments and proposals:
 - i) Study use of other alternate fuel for boiler in order to reduce energy cost.
 - ii) Studying purchase of new energy efficient equipment.
 - iii) Replacement of remaining old air compressors with new energy efficient air compressors.
 - iv) Studying feasibility of PPA for solar/ hybrid energy for electricity generation.
 - v) Studying viability of alternate effluent treatment process that will reduce overall cost of chemicals in ETP.
 - vi) Studying the feasibility of using heat recovery system in order to save on fuel cost.
- c) Impact of measures in the above:

On implementation of the above, the Company expects to substantially benefit in saving power, chemical & water consumption at various stages of the production cycle.
- d) Total energy consumption and energy consumption per unit of product:

FORM – A

| Power & Fuel Consumption | | | |
|--------------------------|---|------------|------------|
| Electricity | | 2021-2022 | 2020-2021 |
| a | Purchased | | |
| | Unit (KWH) | 12706451 | 12834901 |
| | Total Amount (₹ Lakhs) | 955.84 | 1000.00 |
| | Rate/Unit (₹) | 8.25 | 7.80 |
| b | Own Generation | | |
| 1 | Through Diesel Generator | | |
| | Units (KWH) | 20682 | 15018 |
| | Unit per Ltr. Of Diesel | 2.73 | 2.65 |
| | Cost / Unit (₹) | 33.23 | 24.60 |
| 2 | Through FO Base Generator | | |
| | Units (KWH) | N.A. | N.A. |
| | Unit per Ltr. of FO | 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 SM ³ of Gas | N.A. | N.A. |
| | Cost / Unit (₹) | N.A. | N.A. |
| a | Furnace Oil | | |
| | Quantity (Kgs.) | 2014338.00 | 2069479.00 |
| | Total Amount (₹ Lakhs) | 847.89 | 594.11 |
| | Average Rate per Kgs. (₹) | 42.09 | 28.71 |
| b | Natural Gas (CNG) / SM³ | | |
| | Quantity (SM ³) | 1473642.00 | 1242081.00 |
| | Total Amount (₹ Lakhs) | 755.97 | 437.15 |
| | Average Rate per SM ³ (₹) | 64.69 | 35.19 |


e) Consumption per unit of production:

| Standards | | 2021-2022 | | 2020-2021 | |
|-------------------|-----------------|-----------|----------|-----------|----------|
| Product Unit | MTs | Ossein | Gelatine | Ossein | Gelatine |
| Electricity | Unit | 1818.27 | 3328.41 | 1903.22 | 3549.46 |
| Furnace Oil | Kgs. | NIL | 1558.71 | NIL | 1498.93 |
| Natural Gas (CNG) | SM ³ | 180.11 | 1860.89 | 224.40 | 1812.60 |

(B) TECHNOLOGY ABSORPTION
FORM 'B'
Research and Development

- For quality improvement of the main products viz. Ossein and Gelatine, Research and Development is carried out by the Company.
- Research is being done to establish how our waste products can be used as raw material input for other industries.
- Process is being developed to manufacture new grade's/type's of Gelatine.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO
CIF Value of Import

(₹ in Lakhs)

| Particulars | As at 31-03-2022 | As at 31-03-2021 |
|-----------------------|---------------------|---------------------|
| Raw Material | 379.84 | 592.29 |
| Stock in trade | 12.43 | 6.59 |
| Components and Spares | 38.87 | 32.33 |
| Capital Goods | - | - |
| Total | 431.14 | 631.21 |

Expenditure in Foreign Currency

(₹ in Lakhs)

| Particulars | As at 31-03-2022 | As at 31-03-2021 |
|---------------------|---------------------|---------------------|
| Travelling Expenses | 18.30 | - |
| Subscription | 4.53 | 5.63 |
| Commission | 71.90 | 57.41 |
| Total | 94.73 | 63.04 |

Earnings In Foreign Currency

(₹ in Lakhs)

| Particulars | As at 31-03-2022 | As at 31-03-2021 |
|----------------------------|---------------------|---------------------|
| Exports :- | | |
| Direct Exports (FOB Value) | 7,416.66 | 7,586.58 |
| Total | 7,416.66 | 7,586.58 |

For and on Behalf of the Board of Directors.

Place : Mumbai

Date : 27.05.2022

Viren C. Mirani
Chairman & Managing Director
DIN: 00044901

**ANNEXURE 'D' TO DIRECTOR'S REPORT:****ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES****1. A brief outline of the company's CSR policy:**

The Company's CSR Policy is in alignment with the guidelines provided by the Ministry of Corporate Affairs. It includes CSR activities for eradicating hunger, poverty and malnutrition, promoting healthcare including preventive health care & promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects. The Policy is available on the website of the Company i.e. www.indiagelatine.com

2. Composition of the CSR committee:

| Sr. No. | Name of Director | Designation in the CSR committee | Nature/type of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|--------------------------|----------------------------------|------------------------------|--|--|
| 1 | Mr. Viren C. Mirani | Chairman | Chairman & Managing Director | 1 | 1 |
| 2 | Mrs. Shefali V. Mirani | Member | Executive Director | 1 | 1 |
| 3 | Mr. Jayprakash M. Tiwari | Member | Independent Director | 1 | 1 |

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

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

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): N.A.**5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:** N.A.

| Sr. NO. | Financial Year | Amount available for set-off from preceding financial years (in ₹) | Amount required to be setoff for the financial year, if any (in ₹) |
|---------|----------------|--|--|
| | | | |

6. Average net profit of the company as per section 135(5):

Average net profit: ₹ 608 lakhs

| Net Profit before Tax as per Section 198 of Companies Act | Amount (₹ in Lakhs) |
|---|---------------------|
| 2018-2019 | 518.50 |
| 2019-2020 | 582.52 |
| 2020-2021 | 723.07 |
| Profit/(Loss) before taxes for the last 3 years | 1824.09 |
| Average Profit/(Loss) before taxes for the last 3 years (1824.09/3) | 608.03 |

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 12.16 lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 12.16 lakhs



8. a) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year. (₹ in Lakhs) | Amount Unspent (₹ in Lakhs) | | | | |
|--|--|------------------|--|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per section 135(6). | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| 12.25 | Nil | | | | |

b) Details of CSR amount spent against ongoing projects for the financial year: N.A.

c) Details of CSR amount spent other than ongoing projects for the financial year:

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
|--------------|--|--|----------------------|--------------------------|----------|---|---|--|-------------------------|
| Sr. No. | Name of the Project | Item from the list of activities in schedule VII to the Act. | Local area (Yes/No). | Location of the project. | | Amount spent for the project (₹ in Lakhs) | Mode of implementation - Direct (Yes/No). | Mode of implementation- Through implementing agency. | |
| | | | | State | District | | | Name | CSR registration number |
| 1. | Promoting healthcare | (i) | Yes | Gujarat | Vapi | 5.00 | No | Rotary Charitable Trust | CSR00003076 |
| 2. | Ensuring environmental sustainability, conservation of natural resources | (iv) | No | Maharashtra | Mumbai | 5.00 | No | Hiralal Parekh Parivar Charity Trust | CSR00000249 |
| 3. | Promoting education | (ii) | Yes | Gujarat | Vapi | 2.25 | No | Pardi Taluka Welfare Charitable Trust | CSR00022757 |
| TOTAL | | | | | | 12.25 | | | |

d) Amount spent in Administrative Overheads: N.A.

e) Amount spent on Impact Assessment, if applicable: N.A.

f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 12.25 lakhs

g) Excess amount for set off, if any: Nil

9. a) Details of Unspent CSR amount for the preceding three financial years: N.A.

b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): N. A.

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: N.A.

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): N.A.

For and on Behalf of the Board of Directors.

Place : Mumbai

Date : 27.05.2022

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



Annexure “E”

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2022

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

To,

The Members,

INDIA GELATINE & CHEMICALS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by India Gelatine and Chemicals Limited (CIN: L99999GJ1973PLC002260) (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 Company's 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 by using appropriate Information technology tools like virtual data sharing by way of data room and remote desktop access tools, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022, 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. The physical Inspection or Verification of documents and records were taken to the extent possible:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 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;
- (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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the audit period);**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the audit period);**
 - 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;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:- **Not Applicable to the company during the Audit period.**
 - i. SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:-



(vi). The Company having no major business activity, no other specific laws were applicable to the Company.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India;
- b. The Listing Agreements entered into by the Company with Stock Exchange(s):-

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

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.

We further report that, during the year, Company has passed following special resolution In Annual General Meeting held on 24th September, 2021:

1. To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company.

CS Bhavi Parikh
Partner

Samdani Shah and Kabra
ACS No. 23190
C P No.: 8740

UDIN: A023190D000488248
Peer Review Cert. No. 1079/2021

Place: Ahmedabad
Date: 27/05/2022

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



‘Annexure A’

To,

The Members

India Gelatine and Chemicals Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

Management’s Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor’s Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtain from the Company’s management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

CS Bhavi Parikh
Partner

Samdani Shah and Kabra
ACS No. 23190
C P No.: 8740

Place: Ahmedabad
Date: 27/05/2022



Annexure 'F' to Director's 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 arm's length transactions under third proviso thereto.

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

| | | |
|-----|--|-----------|
| (a) | Name(s) of the related party and nature of relationship | NA |
| (b) | Nature of contracts/arrangements/transactions | |
| (c) | Duration of the contracts / arrangements/transactions | |
| (d) | Salient terms of the contracts or arrangements or transactions including the value, if any | |
| (e) | Justification for entering into such contracts or arrangements or transactions | |
| (f) | Date(s) of approval by the Board | |
| (g) | Amount paid as advances, if any | |
| (h) | Date on which the special resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013 | |

2. Details of material contracts or arrangement or transactions at arm's length basis:

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

For and on Behalf of the Board of Directors.

Place : Mumbai

Date : 27.05.2022

Viren C. Mirani
Chairman & Managing Director
DIN: 00044901



CORPORATE GOVERNANCE REPORT

Pursuant to the provisions of the Companies Act, 2013 and as per the Regulation 34(3) read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) 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. Your Company has always been committed to the principles of good corporate governance.

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 & category of the Board:

The Company has an optimum combination of Executive and Non-Executive Directors along with Woman Director on the Board pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on 31st March, 2022, the Board of the Company comprised of six (6) Directors, with four (4) Non-Executive Independent Directors and One Managing Director and One Woman Executive Director.

All the Independent Directors of the Company have confirmed that they meet with the criteria of independence laid down under the Act and the SEBI Listing Regulations. Further in terms of the Regulation 25(8) they have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. The Independent Directors have confirmed that they have registered their names in the data bank maintained with the Indian Institute of Corporate Affairs ('IICA'). All such confirmations of Independent Directors were placed before the Board. Based on such confirmations, in the opinion of the Board, all Independent Directors of the Company fulfill the conditions specified under the Act and SEBI Listing Regulations and are independent of the management of the Company.

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees as specified in Regulation 26 (1) of the Listing Regulations across all the listed Companies in which he/she is a Director. Composition of the Board, Category of Directors, Other Directorships, Committee Memberships and Chairmanships of other companies as on March 31, 2022 are given in the table below:

| 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 | Promoters | Chairman & Managing Director | 1 | 1 | 0 |
| 2. | Mrs. Shefali V. Mirani | | Executive Director | 1 | 0 | 0 |
| 3. | Mr. Shridhar N. Pittie | Non Promoters | Non-Executive Independent Director | 2 | 4 | 2 |
| 4. | Mr. Pradip P. Madhavji # | | Non-Executive Independent Director | 1 | 2 | 2 |



| 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 |
| 5. | Mr. Jaypraksah M. Tiwari | Non Promoters | Non-Executive Independent Director | 1 | 1 | 0 |
| 6. | Mr. Malay M. Khimji | | Non-Executive Independent Director | 1 | 1 | 0 |
| 7. | Mrs. Bharati A. Mongia ## | | Non-Executive Independent Director | 1 | 1 | 0 |

ceased to be a director with effect from 28th June, 2021

appointed as a director with effect from 28th June, 2021

* 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 the regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

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

During the financial year 2021-22, Total 5 Board meetings were held and the gap between the two Board Meetings has not exceeded one hundred and twenty days. All material information was circulated to the directors before the meeting or placed at the meeting. The dates on which the said meetings were held are as follows:

- | | |
|----------------|----------------|
| (1) 10.06.2021 | (4) 01.11.2021 |
| (2) 28.06.2021 | (5) 10.02.2022 |
| (3) 11.08.2021 | |

The attendance of each Director at the Board Meetings and at the Annual General Meeting held during the financial year ended March 31, 2022 are detailed as under:

| 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 | No. of Equity shares held in the Company @ |
|---------|---------------------------|--|--|------------------------|--|
| 1. | Mr. Viren. C. Mirani | 5 | 5 | YES | 1262459 |
| 2. | Mrs. Shefali V. Mirani | 5 | 5 | YES | 821389 |
| 3. | Mr. Shridhar. N. Pittie | 5 | 5 | YES | Nil |
| 4. | Mr. Pradip. P. Madhavji # | 2 | 1 | NA | Nil |
| 5. | Mr. Jayprakash M. Tiwari | 5 | 5 | YES | 50 |
| 6. | Mr. Malay M. Khimji | 5 | 4 | YES | 50 |
| 7. | Mrs. Bharati A. Mongia ## | 4 | 4 | YES | Nil |

ceased to be a Director with effect from 28th June, 2021

appointed as a Director with effect from 28th June, 2021

@ The Company has not issued any convertible instruments


C. Details of Directorships held by Directors of the Company in other listed entities are given below:

| Sr. No. | Name of the Directors | No. of Directorships in other Listed Companies | Name of the other Listed Companies in which Directors of the Company are Directors |
|---------|---------------------------|--|--|
| 1. | Mr. Viren. C. Mirani | Nil | N.A. |
| 2. | Mrs. Shefali V. Mirani | Nil | N.A. |
| 3. | Mr. Shridhar. N. Pittie | 1 | Raja Bahadur International Limited – Managing Director |
| 4. | Mr. Pradip. P. Madhavji # | Nil | N.A. |
| 5. | Mr. Jayprakash M. Tiwari | Nil | N.A. |
| 6. | Mr. Malay M. Khimji | Nil | N.A. |
| 7. | Mrs. Bharati A. Mongia ## | Nil | N.A. |

ceased to be a director with effect from 28th June, 2021

appointed as a director with effect from 28th June, 2021

D. Disclosure of relationships between Directors inter-se: Mr. Viren C. Mirani, Chairman & Managing Director is the spouse of Mrs. Shefali V. Mirani, Executive Director. None of the other Directors are related with each other.

E. Number of shares and convertible instruments held by non- executive directors

Details of equity shares held by the Non Executive Directors as on March 31, 2022:

| Sr. No. | Name | No. of Equity shares |
|---------|--------------------------|----------------------|
| 1. | Mr. Jayprakash M. Tiwari | 50 |
| 2. | Mr. Malay M. Khimji | 50 |

The Company has not issued any convertible instruments.

F. Independent Directors
Web link where details of familiarization programmes imparted to Independent Directors is disclosed:

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to familiarize the Independent Directors of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. Hence a policy was formulated for the same. The said policy may be referred to, at the company's official website at www.indiagelatine.com

All Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. from time to time. The details regarding Independent Directors' Familiarization Programmes are available on website of the Company i.e. www.indiagelatine.com

MEETING OF THE INDEPENDENT DIRECTORS:

As per Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, 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 21st March, 2022, without the attendance of Non Independent Director's and members of management. All the Independent Directors attended the meeting and discussed the above points.



Declaration of Independence

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations. The Board of Directors of the Company hereby confirms that in their opinion, all the Independent Directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the management of the Company.

Reasons for the resignation of an Independent Director

During the Financial Year 2021-22, Mr. Pradip P. Madhavji (DIN:00549826), Independent Director had tendered his resignation from the position of the “Non-Executive Independent Director” of the Company with effect from June 28, 2021. The Company has received confirmation from Mr. Pradip P. Madhavji that there are no material reasons for his resignation other than those mentioned in his resignation letter dated June 28, 2021. The necessary disclosures in this regard have been submitted to the Stock Exchanges and the same is also available on the Company’s website, viz. www.indiagelatine.com

G. Skills/Expertise/Competence Identified by the Board of Directors:

The Board comprises of the qualified members who bring in the required skills, competence and expertise to enable them effectively contribute in the deliberations at Board and Committee Meetings. The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company’s business.

| Sr. No. | Name of the Directors | Skills/Expertise/Competence |
|---------|---|---|
| 1. | Mr. Viren. C. Mirani 37 years of rich business experience both within and outside India | Global Business, General Management, Risk Management, Senior Management Experience, Corporate Governance, Human Resources, Strategy, M&A, Business development, Leadership, Investment management |
| 2. | Mrs. Shefali V. Mirani 28 years of experience in Business administration. | Administrative reforms and strategy, Business development, |
| 3. | Mr. Shridhar. N. Pittie 46 years of huge business experience | Business Management, Financial Expertise, Leadership |
| 4. | Mr. Pradip. P. Madhavji # expertise in Banking, travel and tourism | Senior Management Experience, Leadership, Banking and finance |
| 5. | Mr. Jayprakash M. Tiwari 18 years of experience as Financial Head of Engineering Company | Audit, Taxation, Company Law matters & FEMA matters |
| 6. | Mr. Malay M. Khimji 32 years of working experience in privately owned companies specializing in engineering and FMCG | General Management, Business development, Accounting, |
| 7. | Mrs. Bharati A. Mongia ## 31 years of experience as a professional and entrepreneur. | Global Business, Sales/ Customer Engagement, Interpersonal relations, Marketing |

ceased to be a director with effect from 28th June, 2021

appointed as a director with effect from 28th June, 2021

H. CODE OF CONDUCT:

The Board of Directors has laid down the Code of Conduct for Directors and Senior Management (“the Code”) for all the Board members and senior management personnel and the same is available on website of the Company. All the Directors and Senior Management have confirmed the compliance/adherence to the said code. A declaration to this effect signed by the Managing Director forms part of this Report.

I. INSIDER TRADING:

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, and amendments thereof, the Company has



inter-alia, devised and adopted a comprehensive code of conduct for its promoters, directors, designated employees of the Company and their immediate relatives. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations. Subsequently, the Company has its code in line with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 for prevention of Insider Trading to regulate, monitor and report trading in Company's securities by persons having access to unpublished price sensitive information of the Company. The said policy is available on website of the Company

The Company Secretary is the Compliance Officer for the purpose of this code. During the year, there has been due compliance with the code by the Company and all insiders.

3. AUDIT COMMITTEE :

- A.** The audit committee of the Company is constituted in line with the provisions of Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), read with Section 177 of the Companies Act, 2013.

Terms of Reference:

The terms of reference of the Audit Committee cover the areas as contemplated under Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, as applicable, besides other terms as referred by the Board of Directors. The terms of reference include:

- 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;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Qualifications in the draft audit report;
 - Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;



- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the 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 of 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 payment 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;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Considering such other matters the Board may specify;
- Reviewing other areas that may be brought under the purview of role of Audit Committee as specified in SEBI Regulations and the Companies Act, as and when amended.
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

REVIEW OF INFORMATION BY AUDIT COMMITTEE MANDATORILY

- Management discussion and analysis of financial conditions and results of operations.
- 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 internal auditor.
- Reviewing the compliance with the provisions of Insider Trading Regulations, 2015 and amendments thereof, from time to time.
- Statements of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations; and
 - (b) annual statement of funds utilized for purposes other than those stated in the document/prospectus/ notice in terms of Regulation 32(7) of the Listing Regulations.

B. Composition:

All the members of the Audit Committee are qualified and having insight to interpret and understand financial statements.

In terms of Regulation 18 of the Listing Regulations and Section 177 of the Act, the Audit Committee of the Board of Directors, as on March 31, 2022, comprised of 3 (three) Directors. The details of composition of the Audit Committee and the details of Meetings attended by the Directors during the Financial Year under review was as under:



| Sr. No. | Name of Member | Category | No. of Meetings attended |
|---------|------------------------------------|------------------------------------|--------------------------|
| 1. | Mr. Pradip P. Madhavji, Chairman @ | Non Executive Independent Director | 1 |
| 2. | Mr. Shridhar N. Pittie Chairman @ | Non Executive Independent Director | 5 |
| 3. | Mr. Jayprakash M. Tiwari, Member | Non Executive Independent Director | 5 |
| 4. | Mr. Malay M. Khimji Member # | Non Executive Independent Director | 3 |

@ Mr. Pradip P. Madhavji resigned from the Directorship of the Company w.e.f June 28, 2021 and in his place Mr. Shridhar N. Pittie was appointed as the Chairman of the Audit Committee w.e.f June 28, 2021.

Malay M. Khimji was inducted as the Member of the Audit Committee w.e.f. June 28, 2021

C. Meetings during the year:

Total 5 meetings were held in the year 2021-22 and the gap between two meetings did not exceed one hundred and twenty days.

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

- | | |
|----------------|----------------|
| (1) 10.06.2021 | (4) 01.11.2021 |
| (2) 28.06.2021 | (5) 10.02.2022 |
| (3) 11.08.2021 | |

The Company Secretary acts as the Secretary of the Committee. The Managing Director and the Chief Financial Officer attend the Audit Committee meetings. The Statutory Auditors and Internal Auditors were invited for the meetings.

Mr. Shridhar N. Pittie, Chairman of the Committee, was present at the Annual General Meeting of the Company held on 24th September, 2021.

4. NOMINATION AND REMUNERATION COMMITTEE:

A. Brief description of Terms of Reference:

The Nomination and Remuneration Committee determines on behalf of the Board and on behalf of the Shareholders, the Company's policy governing remuneration payable to the Whole-time Directors as well as the nomination and appointment of Directors.

The terms of reference of the Nomination and Remuneration Committee are as per the governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

Terms of Reference are as under:

- Formulate the criteria for determining qualifications, positive attributes and independence of the directors, KMPs and Senior Management Personnel and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates
- Formulation of criteria for evaluation of performance of Independent Director and the Board
- Devising a policy on Board diversity.
- Identify persons who are qualified to become Director and persons who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.



6. Identify whether to extend or continue the term of appointment of the Independent Director on the basis of the report of performance evaluation of Independent Directors.
7. Recommend to the board, all remuneration, in whatever form, payable to senior management.
8. Any other activities as per the requirement of Regulation 19 of the Listing Regulations and the Companies Act, 2013

B. Composition:

Nomination & Remuneration committee consists of 3 (three) Non Executive Independent Directors:

| Sr. No. | Name of Member | Category | No. of Meetings attended |
|---------|----------------------------------|------------------------------------|--------------------------|
| 1. | Mr. Shridhar N. Pittie, Chairman | Non Executive Independent Director | 2 |
| 2. | Mr. Pradip P. Madhavji, member @ | Non Executive Independent Director | 1 |
| 3. | Mr. Jayprakash M. Tiwari, Member | Non Executive Independent Director | 2 |
| 4. | Mrs. Bharati A. Mongia, member # | Non Executive Independent Director | 1 |

@ Mr. Pradip P. Madhavji resigned from the Directorship of the Company w.e.f June 28, 2021

Mrs. Bharati A. Mongia was appointed as a director with effect from 28th June, 2021 & inducted as the Member of the Nomination & Remuneration Committee

C. Meetings during the year:

During the financial year ended March 31, 2022, the Nomination and Remuneration Committee met two times on 28.06.2021 & 01.11.2021.

The Company Secretary acts as the Secretary of the Committee.

Mr. Shridhar N. Pittie, Chairman of the Committee, was present at the Annual General Meeting of the Company held on 24th September, 2021.

D. Performance evaluation criteria for Directors:

Performance evaluation of the Board, its Committees and all the individual Directors has been determined by the Nomination and Remuneration Committee, in adherence of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 (2) of the Companies Act, 2013.

The performance evaluation for the financial year was carried out in accordance with the criteria laid out by the Nomination and Remuneration Committee and approved by the Board. The evaluation of all Directors (including Independent Directors) was done by the entire Board of Directors (excluding the Director being evaluated).

E. Nomination and Remuneration Policy:

As recommended by the NRC, the Board has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other Employees. The Policy envisages payment of remuneration according to qualification, experience and performance. The said policy may be referred to, at the company's official website i.e. www.indiagelatine.com

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

5. REMUNERATION OF DIRECTORS:
A. All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the listed Company:

There is no pecuniary relationship of the Non- Executive Director vis-à-vis the Company whatsoever. The Non-Executive Directors receive no remuneration other than sitting fees for attending the Board and Committee Meetings which are as follows:


B. Criteria of making payments to Non-Executive Directors:

The Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees; regulated by the Nomination and Remuneration Committee of the Board. The Policy is also available on the website of the Company www.indiagelatine.com

The Non-Executive Directors are entitled to sitting fees for attending Meetings of the Board and its Committees.

C. Disclosures with respect to Remuneration:

i. The Company has not provided any stock options to its directors.

ii. Details of remuneration/ sitting fees paid to Directors during the financial year 2021-22:

The Managing Director and Executive Director are paid remuneration by way of salary, perquisites and allowances, as recommended by the Committee and the Board of Directors and approved by the Members of the Company. The Non-Executive Directors are paid sitting fees for attending each meeting of the Board of Directors and Committee thereof. The details of remuneration paid to the Executive Director, Managing Director and sitting fees paid to the Non-Executive Directors during the financial year 2021-22 are given as under:

Details of Sitting Fees paid to Non-Executive Directors during the Financial Year 2021-22:

| Names of Directors | Designation | Sitting fees (Amount in ₹) |
|--------------------------|------------------------------------|-------------------------------|
| Mr. Pradip P. Madhavji @ | Non-Executive Independent Director | 60,000.00 |
| Mr. Shridhar N. Pittie | Non-Executive Independent Director | 2,90,000.00 |
| Mr. Jayprakash M. Tiwari | Non-Executive Independent Director | 2,95,000.00 |
| Mr. Malay M. Khimji ## | Non-Executive Independent Director | 1,65,000.00 |
| Mrs. Bharati A. Mongia # | Non-Executive Independent Director | 1,50,000.00 |

@ Mr. Pradip P. Madhavji resigned from the Directorship of the Company w.e.f June 28, 2021

Mrs. Bharati A. Mongia was appointed as a director with effect from 28th June, 2021 & inducted as the Member of the Nomination & Remuneration Committee & stakeholder relationship Committee

Mr. Malay M. Khimji was inducted as the Member of the Audit Committee

The details of remuneration packages of the Executive Directors is given herein below:

₹ in Lakhs

| Name | Salary | Service term | Comm. | Sitting fees | Perks | Retirement benefit | Total |
|--|--------|-----------------------------|-------|--------------|-------|--------------------|--------|
| Mr. Viren C. Mirani (Managing Director) | 276.00 | 01.04.2020 to 31.03.2023 | - | - | 3.00 | 36.55 | 315.55 |
| Mrs. Shefali V. Mirani (Executive Director) | 120.00 | 01.04.2020 to 31.03.2023 | - | - | 3.00 | 1.63 | 124.63 |

iii. Service contracts, notice period, severance fees:

Notice period for termination of appointment of Managing Director & Executive Director is six months on either side. No severance pay is payable on termination of appointment.

6. STAKEHOLDER RELATIONSHIP COMMITTEE:

A. The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 178 of the Act.

B. Terms of reference:

The terms of reference and the ambit of powers of Stakeholders Relationship / Grievance Redressal Committee are as per the governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II). The status of member correspondences, queries, grievances etc. are endeavored to be addressed instantaneously by the secretarial department and status thereof is also placed before the Stakeholders Relationship/ Grievance Redressal Committee.


Terms of reference:

1. Resolving the grievances of security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual reports, non-receipts of declared dividends, issue of new / duplicate share certificates, general meetings, etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent of the Company.
4. Review of various measures and initiatives taken by the Company for reducing quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by shareholders of the Company.

C. The composition of the stakeholders' relationship committee and the details of meetings attended by its members are given below:

The Stakeholder relationship committee of the Directors consist of 2 (two) Non Executive Independent Directors viz. Mr. Shridhar N. Pittie and Mrs. Bharati A. Mongia and 1 (one) Executive Director viz. Mr. Viren C. Mirani. Mr. Shridhar N. Pittie, Chairman of the Committee, was present at the Annual General Meeting of the Company held on 24th September, 2021.

| Sr. No. | Name of Member | Category | Status | Number of meetings during the financial year 2021-22 | |
|---------|--------------------------|------------------------------------|----------|--|-------------------|
| | | | | Meetings held | Meetings attended |
| 1. | Mr. Shridhar N. Pittie@ | Non-Executive Independent Director | Chairman | 1 | 1 |
| 2. | Mrs. Bharati A. Mongia # | Non-Executive Independent Director | Member | 1 | 1 |
| 3. | Mr. Viren C. Mirani | Chairman & Managing Director | Member | 1 | 1 |

@ Mr. Pradip P. Madhavji resigned from the Directorship of the Company w.e.f June 28, 2021 and in his place Mr. Shridhar N. Pittie was appointed as the Chairman of the Stakeholder Relationship Committee w.e.f June 28, 2021.

Mrs. Bharati A. Mongia was inducted as the Member of the Stakeholder Relationship Committee w.e.f. June 28, 2021

D. Meetings during the year:

During the financial year 2021-22, the Committee met one time on 10.02.2022

E. Name and designation of Compliance Officer:

Mrs. Tanaya T. Daryanani, Company Secretary is the Compliance Officer of the Company.

F. Details of investor complaints received and redressed during the year 2021-22 are as follows:

| Opening Balance | Received during the year | Resolved during the year | Pending at the end of the year |
|-----------------|--------------------------|--------------------------|--------------------------------|
| 0 | 0 | 0 | 0 |

G. All the complaints have been disposed of to the satisfaction of the Members.
7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Company has constituted a Corporate Social Responsibility Committee of directors as required under Section 135 of the Companies Act, 2013 and the Rules framed thereunder. The Committee's responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy' and to suggest remedial measures wherever necessary.


A. Terms of reference :

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

1. Formulate and recommend to the Board, a CSR Policy to be undertaken by the Company in areas or subject, specified in Schedule VII;
2. Recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the Company;
3. Monitor the implementation of the CSR activities undertaken by the Company;
4. Monitor the Corporate Social Responsibility Policy of the company from time to time

The Corporate Social Responsibility Policy of the Company is available on the website of the Company i.e. www.indiagelatine.com

B. Composition:

The Corporate Social Responsibility (CSR) Committee comprises 3 (three) members. The Company Secretary of the Company acts as Secretary to the Corporate Social Responsibility Committee.

The attendance of Members was as follows:

| Sr. No. | Name of Member | Catagory | Status | No. of meetings attended |
|---------|--------------------------|------------------------------------|----------|--------------------------|
| 1. | Mr. Viren C. Mirani | Chairman & Managing Director | Chairman | 1 |
| 2. | Mr. Jayprakash M. Tiwari | Non-Executive Independent Director | Member | 1 |
| 3. | Mrs. Shefali V. Mirani | Executive Director | Member | 1 |

C. Meetings during the year

During the year under review, the Committee once met on 10.02.2022.

Further, the brief outline of the CSR Policy of the Company and the initiatives undertaken by the Company during the financial year 2021-22 are set out in this Annual Report in the format prescribed in the Companies (Corporate Social Responsibility Policy), Rules, 2014.

8. GENERAL BODY MEETINGS:

- a) Location and time, where last three Annual General Meetings were held:

| Consecutive Year | No. of AGM | Held at | Date | Time |
|------------------|------------------|---|------------|----------|
| 2020-21 | 49 th | Through Video Conferencing (VC) or Other Audio Visual Means (OVAM) | 24.09.2021 | 12:30 pm |
| 2019-20 | 48 th | Through Video Conferencing (VC) or Other Audio Visual Means (OVAM) | 22.09.2020 | 12.15 pm |
| 2018-19 | 47 th | GICEA (Nirman Bhavan) Gajjar Hall, Near Law Garden, Ellisbridge, Ahmedabad-380006 | 17.09.2019 | 11.00 am |

- b) Whether any special resolutions passed in the previous three Annual General Meetings

| Date of Annual General Meeting | Details of Special Resolutions passed, if any |
|--------------------------------|--|
| 24.09.2021 | Yes To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company |
| 22.09.2020 | No |
| 17.09.2019 | Yes 1. Approve the re-appointment and payment of remuneration to Mr. Viren C. Mirani (DIN: 00044901) as Managing Director 2. Approve the re-appointment and payment of remuneration to Mrs. Shefali V. Mirani (DIN: 3107547) as Executive Director |



- c) Whether any Special Resolution passed through postal ballot – details of voting pattern:

During the previous three years, the Company approached the shareholders through Postal ballot. The details of the Postal Ballot for the last three years are as follows:

- i. Date of Postal Ballot Notice: 01.11.2018

Voting Period: 3rd December, 2018 to 1st January 2019

Date of Declaration of results: 2nd January, 2019

| Name of Resolution | Type of Resolution | No. of votes polled | Votes cast in favor | | Votes cast against | |
|---|--------------------|---------------------|---------------------|-------|--------------------|------|
| | | | No. of votes | % | No. of votes | % |
| Approve the alteration of Object clause of Memorandum of Association of the Company | Special | 4402779 | 4401709 | 99.98 | 1070 | 0.02 |

- ii. Date of Postal Ballot Notice: 08.02.2019

Voting Period: 26th February, 2019 to 27th March, 2019

Date of Declaration of results: 29th March, 2019

| Name of Resolution | Type of Resolution | No. of votes polled | Votes cast in favor | | Votes cast against | |
|---|--------------------|---------------------|---------------------|---------|--------------------|--------|
| | | | No. of votes | % | No. of votes | % |
| Consider and approve the re-appointment of Mr. Pradip P. Madhavji, as the Non-Executive Independent Director of the Company | Special | 4399644 | 4399392 | 99.9943 | 252 | 0.0057 |
| Consider and approve the re-appointment of Mr. Shridhar N. Pittie, as the Non-Executive Independent Director of the Company | Special | 4399644 | 4399493 | 99.9966 | 151 | 0.0034 |
| Consider and approve the re-appointment of Mr. Jayprakash M. Tiwari, as the Non-Executive Independent Director of the Company | Special | 4399644 | 4399492 | 99.9965 | 152 | 0.0035 |

- d) Person who conducted the postal ballot exercise:

Mr. Chirag Shah, Practicing Company Secretary (Membership No. 5545 and CP No. 3498), partner of Chirag Shah & Associates, Practicing Company Secretaries, was appointed as scrutinizer for carrying out the Postal Ballot process in a fair and transparent manner

- e) Whether any special resolution is proposed to be conducted through postal ballot:

No Resolution requiring Postal Ballot has been placed for Shareholder's approval at this Annual General Meeting.

- f) Procedure for Postal Ballot:

In compliance with provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, the Company provided e-voting facility to its Members holding equity shares as on the cut-off date, to exercise their right to vote electronically. The Company engaged the services of Central Depository Services India Ltd (CDSL) for the e-voting purpose. The Members had the option to vote either by physical ballot form or through remote e-voting.



The Company dispatched the postal ballot notices and forms along with postage prepaid business reply envelopes to its Members whose names appeared on the Register of Members/list of beneficiaries as on the cut-off date. The postal ballot notice together with the documents accompanying the same was sent to the Members in electronic form at the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's RTA (in case of physical shareholding). The Company also published an advertisement in the newspapers viz. Indian Express and Financial Express.

Voting rights were reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms were requested to return the forms, duly completed and signed, to the scrutinizer so as to reach on or before the close of the voting period. Members desiring to exercise their votes by electronic mode were requested to vote before close of business hours on the last date of e-voting.

The scrutinizer, after the completion of scrutiny, submitted the report to the Chairman or a person authorized by him in writing who countersigned the same. The voting results were then announced in accordance with the provisions of the Act, the Rules framed thereunder and the Secretarial Standard 2 on General Meetings. The results were also displayed at the Registered Office of the Company and on the Company's website at www.indiagelatine.com besides being communicated to The BSE Limited and CDSL.

9. MEANS OF COMMUNICATION:

a) Quarterly results

The Quarterly limited reviewed un-audited financial results and the annual audited financial results for the complete financial year are uploaded on web based listing Centre of BSE immediately after they are approved by the Board and are also published in the newspapers.

b) Newspapers wherein results are normally published:

The quarterly/ half-yearly/ annual financial results are published in "Indian Express (English and Gujarati editions) and Financial Express".

c) Website, where displayed:

The quarterly/ half-yearly/ annual financial results are also placed on the Company's website i.e. www.indiagelatine.com

In line with the existing provisions of the SEBI (LODR) Regulations, 2015, the Company has created a separate e-mail address viz. investor@indiagelatine.com for resolving the complaints / grievances of the investors.

d) No formal presentations were made to the Institutional investors and analysts during the year under review.

10. General shareholder information:

a) 50th Annual General Meeting:

Date : 22nd September, 2022

Time : 12.30 p.m.

Venue : Through Video Conferencing or

Other Audio Visual Means (VC/OAVM)

The Company is conducting meeting through VC/OAVM as per the framework issued by the Ministry of Corporate Affairs (MCA) read with applicable circulars. For details please refer to the Notice of this AGM.

b) Financial Year:

The Financial Year of the Company starts from 1st April of a year and ends on 31st March of the following year.

c) Dividend payment date:

The Board of Directors of your Company has recommended a dividend of ₹ 25/- per equity share of ₹ 10/- each i.e. @ 25% for the financial year 2021-22. Date of payment of dividend would be within 30 days from the approval in the Annual General Meeting.



- d) **The name and address of each Stock Exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s):**

The equity shares of the Company are listed at:

BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001

The listing fees for the financial year 2022-23 have been paid by the Company within the stipulated time.

- e) **Stock Code:**

Stock Exchange

Stock Code

Bombay Stock Exchange Ltd.

531253

Demat ISIN in NSDL and CDSL

INE342D01012

- f) **Market price data-**

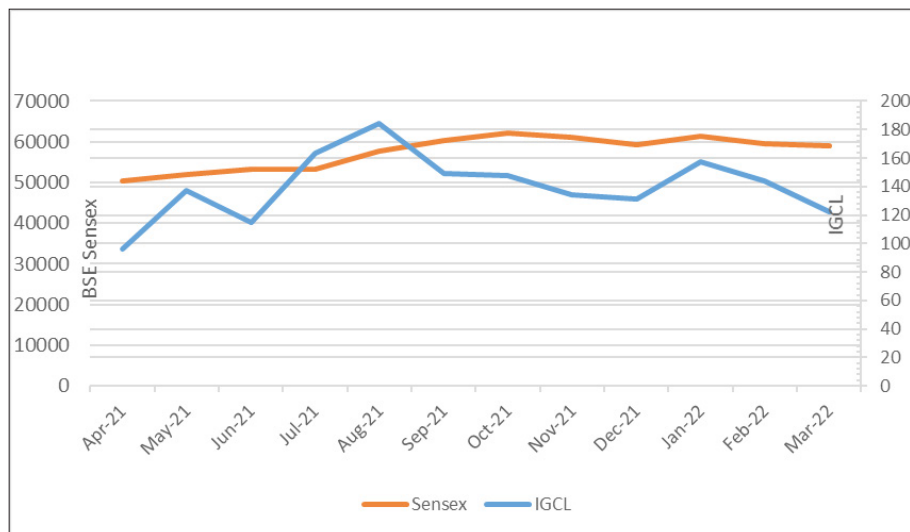
High, low during each month in last financial year:

Monthly high & low prices of the equity shares of the Company traded on BSE Ltd (Bombay Stock Exchange) in comparison to BSE Sensex during financial year 2021-22 are as under:

₹

| MONTH | IGCL | | BSE Sensex | |
|----------------|--------|--------|------------|----------|
| | HIGH | LOW | HIGH | LOW |
| April 2021 | 96.00 | 84.00 | 50375.77 | 47204.5 |
| May 2021 | 137.45 | 90.00 | 52013.22 | 48028.07 |
| June 2021 | 114.90 | 100.30 | 53126.73 | 51450.58 |
| July 2021 | 163.00 | 104.30 | 53290.81 | 51802.73 |
| August 2021 | 184.40 | 114.00 | 57625.26 | 52804.08 |
| September 2021 | 148.95 | 117.00 | 60412.32 | 57263.9 |
| October 2021 | 147.80 | 125.00 | 62245.43 | 58551.14 |
| November 2021 | 133.95 | 117.00 | 61036.56 | 56382.93 |
| December 2021 | 130.95 | 111.80 | 59203.37 | 55132.68 |
| January 2022 | 157.35 | 120.20 | 61475.15 | 56409.63 |
| February 2022 | 144.00 | 105.00 | 59618.51 | 54383.2 |
| March 2022 | 121.95 | 102.10 | 58890.92 | 52260.82 |

- g) **performance in comparison to broad-based indices such as BSE sensex, CRISIL Index etc;**



- h) **In case the securities are suspended from trading, the Directors Report shall explain the reason thereof: Not applicable**


i) Registrar to an issue and share transfer agents:

Registrar & Share Transfer Agent:
M/S LINK INTIME (INDIA) PVT. LTD.
C-101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083
Tel No : +91 22 49186000 Fax: +91 22 49186060
E-mail id : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in

j) Share transfer system:

The Company's shares are compulsorily traded in dematerialized form on BSE.

Securities and Exchange Board of India has vide proviso to Regulation 40(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, mandated that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository, except in case of transmission or transposition of securities. In view of the same, the Company shall not process any requests for transfer of shares in physical mode. Shareholders who desire to demat their shares can get in touch with any Depository Participant having registration with Securities and Exchange Board of India to open a demat account and follow the procedure for share transfers.

The transferred share certificates duly endorsed are dispatched within 15 days from the date of receipt of documents, provided documents are valid and complete in all respects. In compliance of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the share transfer system of the Company is audited every six months by a Practicing Company Secretary and a certificate to that effect is issued by him

k) Distribution of Shareholding as at 31.03.2022

| No. of Equity Shares held | No. of Shareholders | No. of shares held | Shareholding % |
|---------------------------|---------------------|--------------------|-----------------|
| Upto 500 | 4062 | 498488 | 7.0286 |
| 501 to 1000 | 461 | 350333 | 4.9396 |
| 1001 to 2000 | 197 | 284902 | 4.0171 |
| 2001 to 3000 | 57 | 139502 | 1.9670 |
| 3001 to 4000 | 30 | 102725 | 1.4484 |
| 4001 to 5000 | 17 | 78168 | 1.1022 |
| 5001 to 10000 | 28 | 194090 | 2.7366 |
| 10001 and above | 36 | 5444092 | 76.7606 |
| Total | | 7092300 | 100.0000 |

Ownership pattern as on 31.03.2022

| Sr. No. | Category | No. of shares | % of Shareholding |
|---------|--|----------------|-------------------|
| 1. | Promoter & Promoter Group | 4353305 | 61.3807 |
| 2. | Public | 2428000 | 34.2343 |
| 3. | Hindu Undivided Family | 121605 | 1.7146 |
| 4. | Clearing Members | 3509 | 0.0495 |
| 5. | Domestic Companies | 29723 | 0.4191 |
| 6. | Banks, Financial Institutions | 788 | 0.0111 |
| 7. | NRI NON REP | 29019 | 0.4092 |
| 8. | NRI REP | 17982 | 0.2535 |
| 9. | Body Corporate - Ltd Liability Partnership | 200 | 0.0028 |
| 10. | IEPF | 108169 | 1.5252 |
| | Total | 7092300 | 100.00 |

l) Dematerialization of shares and liquidity:

The shares of the Company are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As at 31st March, 2022, 68,53,495 Equity shares out of 70,92,300 Equity Shares of the Company, forming 96.63% of the Company's



paid-up capital is held in the dematerialized form. Majority of demat shares are with National Securities Depository Limited. The status of shares held in demat and physical format is given below. The Company's shares are liquid and actively traded on the BSE.

| Particulars | As on 31 st March, 2022 | As on 31 st March, 2021 |
|-----------------------------------|------------------------------------|------------------------------------|
| A. Shares in Demat form | 68,53,495 | 68,35,677 |
| NSDL | 60,70,348 | 61,06,144 |
| CDSL | 7,83,147 | 7,29,533 |
| B. Shares in Physical form | 2,38,805 | 2,56,623 |
| TOTAL | 70,92,300 | 70,92,300 |

m) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued these types of securities.

n) Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given. The Company has entered into forward exchange contracts/ options which are not intended for trading or speculative purposes but for the purpose of hedging. It enables to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables.

o) Plant Location:

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

p) Address for correspondence:

INDIA GELATINE & CHEMICALS LIMITED

703/704, "Shilp", 7th floor,

Near Municipal Market,

Sheth C.G. Road, Navrangpura,

Ahmedabad – 380 009

Tel. No.: +91-079- 26469514

E-mail : varsha@indiagelatine.com . investor@indiagelatine.com

Website: www.indiagelatine.com

Registrar & Share Transfer Agent

M/S LINK INTIME (INDIA) PVT. LTD.

C-101, 247 Park,

L.B.S. Marg, Vikhroli (West),

Mumbai – 400 083

Tel No : +91 22 49186000 Fax: +91 22 49186060

E-mail id : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

q) List of all credit ratings obtained by the entity along with any revisions thereto during the financial year, for all debt instruments of the company or any fixed deposits programme or any scheme or proposal of the company involving mobilization of funds whether in India or abroad: NIL

r) As required under Regulation 36(3) of the Listing Regulations, particulars of Directors seeking appointment/ reappointment are given in Notice to the ensuing Annual General Meeting.

11. 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 Ind AS -24 - 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India are disclosed in Item No. a , b & c of Note No. 37 to the Financial Statements in the Annual Report.

B. 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.

C. Details of establishment of vigil mechanism:

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 the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has adopted and put in place a Whistle Blower Policy with an objective to provide 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.

The Whistle Blower Policy is uploaded on the Company's website at the web-link given below:

<http://www.indiagelatine.com/financial/Whistle%20Blower%20Policy.pdf>

No person has been denied access to the Audit Committee for any grievance.

D. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

E. Web link where policy for determining material subsidiaries is disclosed: Not Applicable

F. Web link where policy on dealing with related party transactions:

The related party transactions policy is uploaded on the Company's website at the web-link given below:

<http://www.indiagelatine.com/financial/Policy%20on%20Materiality%20of%20related%20party%20transaction.pdf>

G. Details of utilization of funds raised through preferential allotment or qualified institutional placement (QIP) as specified under regulation 32(7A):

This clause is not applicable to the Company as the Company has not raised any funds through preferential allotment and /or QIP

12. 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.



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

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.

13. Disclosure under Schedule VI of the Regulations in respect of unclaimed shares:

Pursuant to SEBI Circular No. CIR/CFD/DIL/10/2010 dated 16 December 2010 and Regulation 39 (4) read with Schedule VI of the Regulations, the Company has sent reminder letters to those members, whose share certificates have returned undelivered by the postal authorities due to insufficient / incorrect information and are lying with the Company. These share certificates will be sent to eligible members, if these members submit necessary documents to the Company.

14. Disclosures with respect to demat suspense account/ unclaimed suspense account: Not Applicable

15. Disclosure of compliance of Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16. CERTIFICATE NON-DISQUALIFICATION OF DIRECTORS FROM COMPANY SECRETARY IN PRACTICE:

Pursuant to Section 164(2) of the Act, all the Directors have provided annual declarations that they have not been disqualified to act as Directors. The number of Directorship(s), Committee Membership(s) / Chairmanship(s) of all Directors are within respective limits prescribed under the Act and SEBI Listing Regulations as amended from time to time.

CS. Murtuza Mandor of Murtuza Mandorwala & Associates, Practicing Company Secretaries has issued a Certificate as required under the Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI / Ministry of Corporate Affairs or any such Statutory Authority. The Certificate is enclosed as Annexure A.

17. There are no pending recommendations from any Committee of the Board which are mandatorily required for the approval of the Board during the financial year.

18. Statutory Auditor's Fees/Compensation for FY 2021-22:

The total fees paid by the Company to the Statutory Auditors for FY 2021-22 is set out in Note No. 33.1 of the Standalone Financial Statements, forming part of the Annual Report.

19. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- Number of complaints filed during the financial year- Nil
- Number of complaints disposed of during the financial year- Nil
- Number of complaints pending as on end of the financial year- Nil

20. Declaration signed by the Chief Executive Officer stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management.

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that the Board Members and the senior management personnel have affirmed compliance with the Code of conduct as applicable to them for the year ended 31st March, 2022.

For and on behalf of the Board of Directors

Place : Mumbai

Date : 27.05.2022

Viren C. Mirani
Chairman & Managing Director
DIN: 00044901



CEO/CFO CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LODR) REGULATIONS, 2015 CEO/CFO CERTIFICATE

The Board of Directors,

INDIA GELATINE & CHEMICALS LIMITED

- A. I have reviewed the Financial Statements and the Cash Flow Statement of India Gelatine & Chemicals Limited (the Company) for the year ended 31st March, 2022 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 together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations;
- B. 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.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed, to the auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the Auditors and the Audit Committee, wherever applicable:
- i. significant changes, if any, in the Company's internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Mumbai

Date : 27.05.2022

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

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

INDIA GELATINE AND CHEMICALS LIMITED

We have examined the compliance of conditions of Corporate Governance by India Gelatine And Chemicals Limited ("the Company") for the year ended on March 31, 2022 as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementations 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 statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

We further 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.

Place : Ahmedabad

Date : May 27, 2022

CS Chirag Shah
Partner

Chirag Shah and Associates

FCS No.: 5545

C. P. No. 3498

UDIN: F005545D000499830

Peer Review Cert. No. 704/2022



Annexure A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

INDIA GELATINE AND CHEMICALS LTD

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of India Gelatine And Chemicals Ltd CIN L99999GJ1973PLC002260 and having registered office at 703/704, Shilp, 7th Floor, Near Municipal Market Sheth C.G. Road, Navrangpura Ahmedabad GJ 380009 IN. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name Of Director And Designation | DIN | Date of appointment in Company* |
|----------------|---|------------|--|
| 1 | Mr. Viren Chandrasinh Mirani Designation: Managing Director | 00044901 | 21/07/2000 |
| 2 | Mrs. Shefali Viren Mirani Designation: Executive Director | 03107547 | 07/07/2014 |
| 3 | Mr. Malay Mahendra Khimji Designation: Non Executive Independent Director. | 00402675 | 13/03/2020 |
| 4 | Mrs. Bharati Aashim Mongia Designation: Non Executive Independent Director. | 01858267 | 28/06/2021 |
| 5 | Mr. Shridhar Nandlal Pittie Designation: Non Executive Independent Director. | 00562400 | 19/07/2006 |
| 6 | Mr. Jayprakash Mishrilal Tiwari Designation: Non Executive Independent Director. | 06906943 | 07/07/2014 |

*The date of appointment is as per the MCA Portal

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Murtuza Mandorwala & Associates

Practicing Company Secretary

CS Murtuza Mandor

M. NO. : F10745
C. P. NO : 14284
PLACE : Ahmedabad
DATE : 27th May, 2022
UDIN : F010745D000381643
Peer Review : 1615/2021
Certificate No.



INDEPENDENT AUDITOR'S REPORT

To the Members of
India Gelatine & Chemicals Limited
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **India Gelatine & Chemicals Limited** (the 'Company') which comprise the Balance Sheet as at March 31, 2022, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Sec. 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit, total comprehensive income, the changes in equity and its cash flows for the year then ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there is no key audit matter to communicate in our report.

Information other than Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the Other Information. The Other Information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's reports thereon.

Our opinion on the financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity 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. 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 judgement and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively or ensuring 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We



describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 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 are necessary for the purpose 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 (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.

- (h) 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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring the amounts required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
 - (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether



directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. (a) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
- (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

**For, Chandulal M. Shah & Co.,
Chartered Accountants
Firm Reg. No. 101698W**

**Arpit D. Shah
Partner**

**Membership No. 135188
UDIN: 22135188AJSEGB8405**

**Date: 27/05/2022
Place: Ahmedabad**



Annexure “A” to the Independent Auditors’ Report

(Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements section of our report to the members of India Gelatine & Chemicals Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of Company’s Property, Plant and Equipment and Intangible Assets :
 - (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company is maintaining proper records showing full particulars of intangible assets.
 - (b) The Property, Plant & Equipment have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and nature of its business. According to information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) The title deeds of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) as disclosed in the financial statements are held in the name of the company.
 - (d) The Company has not revalued its property, plant and Equipment and its intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2022 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No material discrepancies were noticed on such verification.
- (b) During the year, The Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at any point of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising stock statements and book debt statements filed by the Company for certain quarters are in not in agreement with the Reviewed books of accounts, however such differences between books of account and those submitted to bank are reconciled. (Refer note 48 to the Financial Statements.)
- iii. The Company has not provided any guarantee or security to companies, firms, Limited Liability Partnerships or any other parties during the year. The Company has made investments, granted loans or advances in the nature of loans to other parties, in respect of which :
 - (a) The Company has provided unsecured loans or advances in the nature of loans during the year and details of which are given below:

| Particulars | Aggregate Amount during the year (₹ In Lakhs) | Balance outstanding at the balance sheet date (₹ In Lakhs) |
|------------------|--|---|
| - Subsidiaries | Nil | Nil |
| - Joint Ventures | Nil | Nil |
| - Associates | Nil | Nil |
| - Others | 4.50 | 53.49 |

- (b) In relation to investments made, loans and advances granted, we are of the opinion that the terms and conditions of the loans and advances provided are not prejudicial to the interest of the Company.



- (c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation. In respect of interest-free loans or advances in the nature of loans provided by the Company to its employees, the schedule of repayment of principal has been stipulated and the repayments of principal amounts are regular as per stipulation in such cases.
 - (d) There are no amounts overdue for more than ninety days in respect of the loan granted by the company.
 - (e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
 - (f) The Company has not granted Loans or advances in the nature of loans which are repayable on demand or without specifying any terms or period of repayment. Hence, the requirements under paragraph 3(iii)(f) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of loans and investments. The Company has not granted loan or given guarantee or provided security as provided in the Section 185 of the Companies Act, 2013.
- v. According to information and explanation given to us, the Company has not accepted any deposits from the public and is not holding any amounts which are deemed to be deposits during the year. Hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for the products of the Company. Accordingly, the provisions stated in paragraph 3(vi) of the Order are not applicable to the Company.
- vii. In respect of statutory dues:
- (a) The company has been generally regular in depositing undisputed statutory dues including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues in arrears as at March 31, 2022 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 statutory dues referred to in sub-clause (a) above which have not been deposited with the appropriate authorities on account of dispute as on March 31, 2022.
- viii. According to the information and explanations given to us, there are no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.
- ix. (a) The Company has not defaulted in respect of loans and other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
 - (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - (e) The Company does not have subsidiaries or associates or joint ventures. Accordingly, clause 3(ix)(e) of the Order is not applicable to the Company.



- (f) The Company does not have subsidiaries or associates or joint ventures. Accordingly, clause 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) The company did not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or convertible debentures (fully, partly or optionally convertible) during the year under review and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company nor on the Company.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph 3(xi)(c) of the Order is not applicable to company.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit issued to the Company during the year and till date.
- xv. In our opinion, the Company has not entered into any non-cash transactions with directors or persons connected with its directors during the year. Hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. (a) the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) in our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3(xvi)(b) of the Order are not applicable to the Comapany.
- (c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3(xvi)(c) of the Order are not applicable to the Company.
- (d) The Company does not have any CIC as a part of its group. Hence, the provisions stated in paragraph clause 3(xvi)(d) of the Order are not applicable to the Company.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year. Hence, the provisions stated in paragraph clause 3 (xvii) of the Order are not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of



Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. According to the information and explanations given to us, the provisions of section 135 of the Act are applicable to the Company. The Company has made the required contributions during the year and there are no unspent amounts which are required to be transferred to the special account as on the date of our audit report. Accordingly, the provisions of paragraph 3(xx)(a) to (b) of the Order are not applicable to the Company.

**For, Chandulal M. Shah & Co.,
Chartered Accountants
Firm Reg. No. 101698W**

**Arpit D. Shah
Partner**

**Membership No. 135188
UDIN: 22135188AJSEGB8405**

Date: 27/05/2022

Place: Ahmedabad



Annexure “B” to the Independent Auditors’ report

(Referred to in paragraph 2(f) under “Report on Other Legal and Regulatory Requirements section of our report to the members of India Gelatine & Chemicals Limited of even date)

Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financial statements of India Gelatine & Chemicals Limited (“the Company”) as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to these financial statements.

Meaning of Internal Financial Controls with reference to these financial statements

A company’s internal financial control with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company’s internal financial control with reference to these financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to these financial statements

Because of the inherent limitations of internal financial controls with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud



may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies of procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements was operating effectively as on March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reports issued by the Institute of Chartered Accountants of India.

**For, Chandulal M. Shah & Co.,
Chartered Accountants
Firm Reg. No. 101698W**

**Arpit D. Shah
Partner**

**Membership No. 135188
UDIN: 22135188AJSEGB8405**

**Date: 27/05/2022
Place: Ahmedabad**



BALANCE SHEET AS AT 31st MARCH, 2022

(₹ in Lakhs)

| Particulars | Notes | As at 31st March, 2022 | As at 31st March, 2021 |
|--|--------|---------------------------|---------------------------|
| I ASSETS | | | |
| 1) Non-Current Assets | | | |
| (a) Property, Plant & Equipment | 2 | 4,103.56 | 4,042.19 |
| (b) Capital Work-in-Progress | 3 | 63.36 | 34.40 |
| (c) Intangible Assets | 4 | - | - |
| (d) Financial Assets | | | |
| (i) Investments | 5 | 1,378.42 | 1,503.63 |
| (ii) Loans | 6 | 50.00 | 50.00 |
| (iii) Other Financial Assets | 7 | 20.29 | 36.89 |
| (e) Other Non-Current Assets | 8 | 68.60 | 7.40 |
| (f) Income Tax Asset (Net) | 9 | 57.47 | 77.34 |
| Total Non-current Assets | | 5,741.70 | 5,751.85 |
| 2) Current Assets | | | |
| (a) Inventories | 10 | 2,933.05 | 2,770.95 |
| (b) Financial Assets | | | |
| (i) Investments | 11 | 1,883.45 | 1,856.03 |
| (ii) Trade Receivables | 12 | 1,151.81 | 931.67 |
| (iii) Cash and Cash Equivalents | 13 | 211.98 | 298.40 |
| (iv) Bank Balances other than (iii) above | 14 | 431.01 | 306.57 |
| (v) Loans | 15 | 3.49 | 457.54 |
| (vi) Other Financial Assets | 16 | 1,128.84 | 159.27 |
| (c) Other Current Assets | 17 | 144.34 | 133.52 |
| Total Current Assets | | 7,887.97 | 6,913.95 |
| TOTAL ASSETS | | 13,629.67 | 12,665.80 |
| II EQUITY AND LIABILITIES | | | |
| 1) Equity | | | |
| (a) Equity Share Capital | 18 | 709.23 | 709.23 |
| (b) Other Equity | 19 | 10,761.37 | 10,300.21 |
| Total Equity | | 11,470.60 | 11,009.44 |
| 2) LIABILITIES | | | |
| Non-Current Liabilities | | | |
| (a) Provisions | 20 | 550.30 | 511.97 |
| (b) Deferred Tax Liabilities (Net) | 21 | 412.94 | 426.38 |
| Total Non-Current Liabilities | | 963.24 | 938.35 |
| Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Trade Payables | 22 | | |
| - Total outstanding dues of micro and small enterprises | | 305.04 | 141.39 |
| - Total outstanding dues of creditors other than micro and small enterprises | | 543.52 | 398.68 |
| (ii) Other Financial Liabilities | 23 | 35.17 | 22.51 |
| (b) Other Current Liabilities | 24 | 263.94 | 75.15 |
| (c) Provisions | 25 | 48.16 | 48.11 |
| (d) Current Tax Liabilities (Net) | | - | 32.17 |
| Total Current Liabilities | | 1,195.83 | 718.01 |
| TOTAL EQUITY AND LIABILITIES | | 13,629.67 | 12,665.80 |
| Significant Accounting Policies and Notes to the Financial Statements | 1 - 60 | | |

As per our attached report of even date
For Chandulal M. Shah & Co.
Chartered Accountants
FRN 101698W

Arpit D. Shah
Partner
Mem. No.: 135188

Place : Ahmedabad
Date : 27-05-2022

For and on behalf of the Board
Viren C. Mirani
Chairman & Managing Director

Shefali V. Mirani
Executive Director

Place : Mumbai
Date : 27-05-2022

Shridhar N. Pittie
Jayprakash M. Tiwari
Malay M. Khimji
Bharati A. Mongia
Directors

Tanaya T. Daryanani
Company Secretary



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2022

(₹ in Lakhs)

| Particulars | Notes | 2021-2022 | 2020-2021 |
|--|--------|-----------|-----------|
| I INCOME | | | |
| Revenue from Operations | 26 | 15,983.79 | 14,387.35 |
| Other Income | 27 | 379.79 | 466.46 |
| Total Income | | 16,363.58 | 14,853.81 |
| II EXPENSES | | | |
| Cost of Materials Consumed | 28 | 8,435.36 | 7,779.11 |
| Purchase of Stock in Trade | | 14.58 | 7.75 |
| Changes in Inventories of Finished Goods, Stock-in -Trade and Work-in-Progress | 29 | (222.61) | 62.80 |
| Employee Benefits Expense | 30 | 1,052.79 | 1,003.12 |
| Finance costs | 31 | 19.11 | 16.85 |
| Depreciation and Amortization Expense | 32 | 360.04 | 365.36 |
| Other Expenses | 33 | 5,969.95 | 4,690.95 |
| Total Expenses | | 15,629.22 | 13,925.94 |
| III Profit before exceptional items and tax (I - II) | | 734.36 | 927.87 |
| IV Exceptional Items | | - | - |
| V Profit before tax (III - IV) | | 734.36 | 927.87 |
| VI Tax Expenses | | | |
| Current Tax | | 213.12 | 228.23 |
| Deferred Tax Provision / (Reversal) | | (39.43) | 9.92 |
| Short / (Excess) Provision of taxation of earlier year (Net) | | (0.46) | (21.32) |
| Total Tax Expenses | | 173.22 | 216.83 |
| VII Profit for the year | | 561.14 | 711.04 |
| VIII Other Comprehensive Income | | | |
| Items that will not be reclassified to profit or loss | | | |
| - Remeasurement gains/(losses) of defined benefit plans | | 103.31 | (22.76) |
| - Income tax relating to above item | | (26.00) | 5.73 |
| Items that will be reclassified to profit or loss | | | |
| - Effective portion of gains/(losses) in cash flow hedges | | - | 1.92 |
| - Income tax relating to above item | | - | (0.48) |
| Total Other Comprehensive Income/(Loss) for the year | | 77.31 | (15.59) |
| IX Total Comprehensive Income for the year | | 638.45 | 695.45 |
| X Earning per Equity Share of face value of ₹ 10 each | | | |
| Basic & Diluted | 34 | 7.91 | 10.03 |
| Significant Accounting Policies and Notes to the Financial Statements | 1 - 60 | | |

As per our attached report of even date
For Chandulal M. Shah & Co.
Chartered Accountants
FRN 101698W

Arpit D. Shah
Partner
Mem. No.: 135188

Place : Ahmedabad
Date : 27-05-2022

For and on behalf of the Board
Viren C. Mirani
Chairman & Managing Director

Shefali V. Mirani
Executive Director

Place : Mumbai
Date : 27-05-2022

Shridhar N. Pittie
Jayprakash M. Tiwari
Malay M. Khimji
Bharati A. Mongia
Directors

Tanaya T. Daryanani
Company Secretary



CASH FLOW STATEMENT FOR YEAR ENDED 31st MARCH 2022

(₹ in Lakhs)

| Particulars | Year ended March 31, 2022 | | Year ended March 31, 2021 | |
|---|------------------------------|----------|------------------------------|----------|
| A. Cash Flow from Operating Activities | | | | |
| Profit Before Tax | | 734.36 | | 927.87 |
| Adjustments for | | | | |
| Depreciation and Amortisation Expenses | 360.04 | | 365.36 | |
| Finance Cost | 19.11 | | 16.85 | |
| Unrealised Forex Loss/(Gain) | 1.55 | | (20.87) | |
| Loss/(Profit) on sale/dismantling of assets | 30.19 | | 23.71 | |
| Interest & Dividend Income | (165.40) | | (187.52) | |
| Sundry Balances written back | (7.42) | | (6.12) | |
| Actuarial gains/ (losses) on post employment defined benefit plans | 103.31 | | (22.76) | |
| Net Loss / (Gain) on sale / fair valuation of Investments | (137.24) | | (189.51) | |
| | | 204.14 | | (20.86) |
| Operating Profit Before Working Capital Changes | | 938.50 | | 907.01 |
| Working Capital Changes | | | | |
| Adjustments for | | | | |
| (Increase)/Decrease in trade receivables | (214.64) | | (285.55) | |
| (Increase)/ Decrease in other receivables | 26.87 | | 245.77 | |
| (Increase)/Decrease Inventories | (162.09) | | 111.05 | |
| Increase/ (Decrease) in Trade payables | 308.49 | | (297.61) | |
| Increase/ (Decrease) in financial and other liabilities | 228.99 | | 20.78 | |
| | | 187.62 | | (205.56) |
| Cash Generated from Operating Activities | | 1,126.12 | | 701.45 |
| Direct taxes paid (Net of Refund) | (224.95) | | (87.85) | |
| | | (224.95) | | (87.85) |
| Net Cash from Operating Activities | | 901.17 | | 613.60 |
| B. Cash Flow from Investing Activities | | | | |
| Purchase of Property, Plant & Equipments and Intangible Assets | (550.72) | | (178.42) | |
| Proceeds from sale of Tangible Assets | 51.02 | | 26.50 | |
| Sale / Redemption / (Purchase) of Investments (Net) | 685.02 | | (623.62) | |
| Payment of Security Deposit / EMD | (1,050.00) | | - | |
| Changes in Bank balances other than cash equivalents | (124.44) | | (26.18) | |
| Interest & Dividend Received | 186.73 | | 174.62 | |
| Net Cash (used in) Investing Activities | | (802.39) | | (627.10) |
| C. Cash Flow from Financing Activities | | | | |
| Payment of Dividend (including Dividend Distribution Tax) | (177.30) | | (109.18) | |
| Finance Cost | (7.90) | | (15.90) | |
| Net Cash (used in) Financing Activities | | (185.20) | | (125.08) |
| Net increase / (decrease) in cash and cash equivalents | | (86.42) | | (138.58) |
| Cash and cash equivalents at the beginning of the year | | 298.40 | | 436.98 |
| Cash and cash equivalents at the end of the year | | 211.98 | | 298.40 |
| The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard-7 "Statement of Cash Flows". | | | | |

As per our attached report of even date
For Chandulal M. Shah & Co.
Chartered Accountants
FRN 101698W

Arpit D. Shah
Partner
Mem. No.: 135188

Place : Ahmedabad
Date : 27-05-2022

For and on behalf of the Board
Viren C. Mirani
Chairman & Managing Director

Shafali V. Mirani
Executive Director

Place : Mumbai
Date : 27-05-2022

Shridhar N. Pittie
Jayprakash M. Tiwari
Malay M. Khimji
Bharati A. Mongia
Directors

Tanaya T. Daryanani
Company Secretary

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2022****a. Equity Share capital**

| Particulars | (₹ in Lakhs) |
|-------------------------------------|--------------|
| Balance as at 31st March, 2020 | 709.23 |
| Add : Shares issued during the year | - |
| Balance as at 31st March, 2021 | 709.23 |
| Add : Shares issued during the year | - |
| Balance as at 31st March, 2022 | 709.23 |

b. Other Equity

(₹ in Lakhs)

| Particulars | Reserves and Surplus | | | | Total |
|--|----------------------|----------------------------|-----------------|-------------------|------------------|
| | Capital Reserve | Capital Redemption Reserve | General Reserve | Retained Earnings | |
| Balance at 1st April, 2020 | 630.26 | 230.77 | 7,995.28 | 854.83 | 9,711.14 |
| Profit for the year | - | - | - | 711.04 | 711.04 |
| Other Comprehensive Income for the year | - | - | - | -15.59 | -15.59 |
| Total Comprehensive Income for the year | - | - | - | 695.45 | 695.45 |
| Dividend | - | - | - | -106.38 | -106.38 |
| Transferred from Retained Earnings | - | - | 100.00 | - | 100.00 |
| Transferred to General Reserve | - | - | - | -100.00 | -100.00 |
| Balance at 31st March, 2021 | 630.26 | 230.77 | 8,095.28 | 1,343.90 | 10,300.21 |
| Balance at 1st April, 2021 | 630.26 | 230.77 | 8,095.28 | 1,343.90 | 10,300.21 |
| Profit for the year | - | - | - | 561.14 | 561.14 |
| Other Comprehensive Income for the year | - | - | - | 77.31 | 77.31 |
| Total Comprehensive Income for the year | - | - | - | 638.45 | 638.45 |
| Dividend | - | - | - | -177.31 | -177.31 |
| Transferred from Retained Earnings | - | - | 100.00 | - | 100.00 |
| Transferred to General Reserve | - | - | - | -100.00 | -100.00 |
| Balance at 31st March, 2022 | 630.26 | 230.77 | 8,195.28 | 1,705.05 | 10,761.37 |
| Gain of ₹ 77.31 Lakh and Loss of ₹ 17.03 Lakh on remeasurement of defined employee benefit plans (net of tax) is recognised as a part of retained earnings for the years ended 31/03/2022 and 31/03/2021 respectively. | | | | | |

As per our attached report of even date
For Chandulal M. Shah & Co.
Chartered Accountants
FRN 101698W

Arpit D. Shah
Partner
Mem. No.: 135188

Place : Ahmedabad
Date : 27-05-2022

For and on behalf of the Board
Viren C. Mirani
Chairman & Managing Director

Shefali V. Mirani
Executive Director

Place : Mumbai
Date : 27-05-2022

Shridhar N. Pittie
Jayprakash M. Tiwari
Malay M. Khimji
Bharati A. Mongia
Directors

Tanaya T. Daryanani
Company Secretary



Note 1 to Financial Statements

[A] Corporate Information:

India Gelatine & Chemicals Limited (the 'Company') is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange (BSE). The registered office of the company is located at Navrangpura, Ahmedabad.

The company is engaged in the business of manufacturing of Ossein, Di-Calcium Phosphate (DCP) & Gelatine. The Company has wide market in local as well in exports market. The Company sells its products through established network.

The financial statements have been recommended for approval by the audit committee and is approved and adopted by the Board in their meeting held on 27/05/2022.

[B] SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of Preparation:

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- a. certain financial assets and liabilities that are measured at fair value or amortised cost;
- b. defined benefit plans - plan assets are measured at fair value;

(iii) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

(iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

b) Key accounting estimates and judgements

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

c) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.



A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, as described below, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Input that is significant to the value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement and for non-recurring measurement.

External valuers are involved for valuation of significant assets. Involvement of external valuers is decided upon annually by the management after discussion with and approval by the Board of directors. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable on yearly basis.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

d) Property, Plant & Equipment:

Freehold lands are carried at cost. Property, plant and equipment are stated at cost, net of recoverable taxes, less depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and other cost directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

All expenditure incurred towards fixed assets including expenditure incurred during construction / new projects are accumulated and shown as capital work in progress and not depreciated until such assets are ready for commercial use.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a Straight Line Method over the estimated useful lives of assets.

The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in



Schedule II to the Act, and management believe that useful life of assets are same as those prescribed in Schedule II to the Act, except for plant and machinery which based on an independent technical evaluation, life has been estimated as 18 years (on multiple shift basis), which is different from that prescribed in Schedule II to the Act.

Useful life considered for calculation of depreciation for various assets class are as follows-

| | |
|------------------------|----------|
| Factory Building | 30 years |
| Non- Factory Building | 60 years |
| Plant and Machinery | 18 years |
| Furniture and Fixtures | 10 Years |
| Office Equipment | 5 Years |
| Vehicles | 8 Years |

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

e) Intangible Assets

Intangible assets acquired separately are stated at cost less accumulated amortisation / accumulated impairment loss, if any. Computer Software for internal use, which is primarily acquired from third-party vendors is capitalized. Subsequent costs associated with maintaining such softwares are recognized as expense as and when incurred.

Amortisation method and useful life

The Company amortises computer software using the straight-line method over the period of 3 years for software and 6 years for network related items.

f) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cash at bank, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

g) Inventories:

Items of inventories of Raw Material, Finished goods, Spares and Stores, Packing Material, etc. are valued at lower of cost or net realizable value except waste which is valued at estimated net realizable value. However materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of inventories comprise of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost is determined on a FIFO basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Obsolete, slow-moving and defective inventories are identified by management and wherever necessary, provision is created for such inventories.

h) Financial Instruments - initial recognition and subsequent measurement :

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

i. Financial assets

➤ Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.



➤ Subsequent measurement

For purposes of subsequent measurement, the Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

➤ Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

➤ De-Recognition of Financial Asset

The Company derecognizes a financial asset when the rights to receive cash flows from the set have expired or it transfers the right to receive the contractual cash flow on the financial assets in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred.

ii. Financial liabilities

➤ Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

➤ Subsequent measurement of financial liabilities

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through profit or loss or
- Financial liabilities at amortised cost.

➤ De-Recognition of Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

i) Segment Reporting:

The Company's Chief Operating Decision Maker (CODM) examines the Company's performance from business and geographic perspective. In accordance with Ind AS-108 - Operating Segments, evaluation by the CODM and based on the nature of activities performed by the Company, which primarily relate to manufacturing of Ossein, Di-Calcium Phosphate (DCP), Collagen & Gelatine, the Company does not operate in more than one business segment.



j) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k) Provisions, Contingent liabilities and Contingent Assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the entity. Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

l) Revenue recognition

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below

Sale of goods

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customers and there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Sale of Services

Sale of Service Income is recognised on rendering of related services.

Sales Return

The Company recognises provision for sales return, on the basis of mutual satisfaction which is measured at the Sales value excluding taxes & duties.

Other operating revenue:

Export Incentives under various schemes are accounted in the year in which right to receive is irrevocably established.

Other revenue:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

Interest received on delayed payment is accounted on receipt basis.

Revenue in respect of insurance/other claims etc., is recognized only when it is reasonably certain that the ultimate collection will be made.



Dividends

Dividends are generally recognised in the Statement of Profit and Loss only when the right to receive payment is established.

m) Employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefit obligations

The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method.

Post-employment obligations

The Company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity; and
- (b) defined contribution plans such as provident fund.

Defined Benefit obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method as per Requirement of Ind AS -19 – Employee Benefit.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined Contribution Plans

Defined Contribution Plans such as Provident Fund, etc., are charged to the Statement of Profit and Loss as incurred.

Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the Company recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

n) Foreign Currency Transactions:

(i) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.



(ii) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

o) Leases

As a Lessee

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises a Right-of-Use (ROU) asset and a lease liability at the lease commencement date. The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payment made at or before the commencement date, plus any initial direct cost incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentive received.

The ROU asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term. The estimated useful lives of ROU assets are determined on the same basis as those of Property, Plant and Equipment. In addition, the ROU asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-to-use assets and lease liabilities for short-term lease that have a lease term of 12 months or less and leases of low-value assets. The Company recognise the lease payments associated with these leases as an expenses on a straight-line basis over the lease term.

p) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.



q) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

r) Cash Flow Statement

The Cash Flow statement is prepared by the “Indirect method” set out in Ind AS-7 on “Cash Flow Statement” and presents the cash flows by operating, investing and financing activities of the Company. Cash and cash Equivalent presented in the cash flow statement consist of cash on hand and demand deposits with banks.

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of Financial Statements to evaluate changes in Liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement.

s) Critical estimates and judgements :

The preparation of financial statements requires the use of accounting estimates may not match the actual results. Management also needs to exercise judgement in applying the company’s accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

t) Impairment of Assets:

The Company assesses at each reporting date whether there is an indication that a non-financial asset may be impaired based on internal/external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable Value. An impairment loss is charged to the statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been a change in the estimate of recoverable amount. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

u) Assets held for Sale:

Non-current assets held for sale are measured at the lower of its carrying value or fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sale will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment are not depreciated once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the balance sheet.



v) Exceptional items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the company. These material items of income or expense have to be shown separately due to their nature or incidence.

[C] Recent Pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies the treatment of any cost or fees incurred by an entity in the process of derecognition of financial liability in case of repurchase of the debt instrument by the issuer. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 106 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.



Note to Financial Statement for the year ended 31st March 2022

2. Property, Plant and Equipment

(₹ in Lakhs)

| Particulars | Leasehold Land | Freehold Land | Building | Plant and Equipment | Furniture, Fixtures & Office Equipments | Vehicles | Laboratory Equipment | Total |
|--|----------------|---------------|----------|---------------------|---|----------|----------------------|-----------|
| <u>Gross Carrying Value</u> | | | | | | | | |
| Balance as at 31st March, 2020 | 21.00 | 4.46 | 1,967.29 | 9,729.91 | 256.87 | 535.90 | 41.05 | 12,556.48 |
| Additions | - | - | - | 122.42 | 10.40 | 49.62 | 9.10 | 191.54 |
| Deduction & Adjustment | - | - | - | - | - | 68.51 | - | 68.51 |
| Balance as at 31st March, 2021 | 21.00 | 4.46 | 1,967.29 | 9,852.33 | 267.27 | 517.01 | 50.15 | 12,679.51 |
| Additions | - | - | 48.83 | 197.74 | 11.30 | 240.84 | 3.90 | 502.61 |
| Deduction & Adjustment | - | - | - | 52.08 | 122.94 | 209.76 | - | 384.78 |
| Balance as at 31st March, 2022 | 21.00 | 4.46 | 2,016.12 | 9,997.98 | 155.63 | 548.10 | 54.05 | 12,797.34 |
| <u>Accumulated Depreciation</u> | | | | | | | | |
| Balance as at 31st March, 2020 | 4.79 | - | 900.83 | 6,960.89 | 220.05 | 183.57 | 35.61 | 8,305.74 |
| Depreciation for the period | 0.21 | - | 41.47 | 237.42 | 9.43 | 60.01 | 1.34 | 349.88 |
| Deduction & Adjustment | - | - | - | - | - | 18.30 | - | 18.30 |
| Balance as at 31st March, 2021 | 5.00 | - | 942.30 | 7,198.31 | 229.48 | 225.28 | 36.95 | 8,637.32 |
| Depreciation for the period | 0.21 | - | 42.22 | 246.44 | 10.10 | 59.62 | 1.44 | 360.04 |
| Deduction & Adjustment | - | - | - | 49.48 | 116.79 | 137.30 | - | 303.57 |
| Balance as at 31st March, 2022 | 5.21 | - | 984.52 | 7,395.27 | 122.80 | 147.60 | 38.39 | 8,693.79 |
| <u>Net carrying amount</u> | | | | | | | | |
| Balance as at 31st March, 2021 | 16.00 | 4.46 | 1,024.99 | 2,654.02 | 37.79 | 291.73 | 13.20 | 4,042.19 |
| Balance as at 31st March, 2022 | 15.79 | 4.46 | 1,031.60 | 2,602.72 | 32.84 | 400.50 | 15.66 | 4,103.56 |

2.1 All the title deeds for the immovable properties are in the name of the Company.

2.2 The Company has not done revaluation of PPE / Intangible assets.


3. Capital Work in Progress

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|----------------------|---------------------|---------------------|
| Projects in progress | 63.36 | 34.40 |
| Total | 63.36 | 34.40 |

3.1 Details of Capital Work-in-Progress Ageing :

Ageing of Capital Work-in-Progress as at 31/03/2022 is as follows :

(₹ in lakhs)

| Particulars | Amount in Capital Work-in-Progress for a period of | | | | Total |
|----------------------|--|----------------|----------------|----------------------|-------|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | 63.36 | - | - | - | 63.36 |

Ageing of Capital Work-in-Progress as at 31/03/2021 is as follows :

| Particulars | Amount in Capital Work-in-Progress for a period of | | | | Total |
|----------------------|--|----------------|----------------|----------------------|-------|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | 34.40 | - | - | - | 34.40 |

4. Intangible Assets

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|---------------------------------|---------------------|---------------------|
| Technical Know How | | |
| Gross Block | 309.74 | 309.74 |
| Less : Accumulated Amortization | 309.74 | 309.74 |
| Net Block | - | - |

5. Investments (Non-Current)

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|---|---------------------|---------------------|
| Investments measured at Cost | | |
| In Unquoted Equity Shares (Fully Paid Up) | 0.60 | 0.60 |
| Investments in Debentures, Bonds & Preference Shares (Unquoted) | 1,052.88 | 1,189.33 |
| National Savings Certificate | 0.06 | 0.06 |
| Investments measured at Fair Value through Profit & Loss | | |
| Investments in Debentures (Unquoted) | 324.88 | 313.64 |
| Total Non Current Investments | 1,378.42 | 1,503.63 |
| Aggregate Book Value of Quoted Investments | - | - |
| Aggregate Market Value of Quoted Investments | - | - |
| Aggregate Value of Unquoted Investments | 1,378.42 | 1,503.63 |
| Aggregate amount of impairment in value of Investments | - | - |

**6. Loans (Non current)**

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|-----------------------------------|---------------------|---------------------|
| Unsecured, Considered Good | | |
| Fixed Deposits with NBFC | 50.00 | 50.00 |
| Total | 50.00 | 50.00 |

7. Other Financial Assets (Non current)

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|-----------------------------------|---------------------|---------------------|
| Unsecured, Considered Good | | |
| Security Deposits | 20.29 | 36.89 |
| Total | 20.29 | 36.89 |

8. Other Non Current Assets

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|----------------------------|---------------------|---------------------|
| Advances for Capital Goods | 26.55 | 7.40 |
| Prepaid Expenses | 0.43 | - |
| Balance with Gratuity Fund | 41.62 | - |
| Total | 68.60 | 7.40 |

9. Income Tax Asset (Net)

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|---|---------------------|---------------------|
| Advance Income Tax (net of Provision for Tax) | 57.47 | 77.34 |
| Total | 57.47 | 77.34 |

10. Inventories

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|-----------------------|---------------------|---------------------|
| Raw Materials | 444.09 | 517.58 |
| Work in Progress | 1,281.58 | 1,212.27 |
| Finished Goods | 837.41 | 683.08 |
| Stock in Trade | 9.15 | 10.18 |
| Stores, Spares & Fuel | 345.35 | 327.24 |
| Packing Materials | 12.68 | 18.14 |
| Loose Tools | 2.79 | 2.46 |
| Total | 2,933.05 | 2,770.95 |

For Valuation method Inventories refer Point no. B (g) of Note 1.


11. Investments (Current)
(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|---|-----------------------------|-----------------------------|
| Investments in Equity Shares | | |
| In Quoted Equity Shares, Fully Paid Up (measured at Fair Value Through Profit & Loss) | 6.43 | 4.71 |
| Investments in Mutual Funds (Quoted) | | |
| Measured at Fair Value Through Profit & Loss | 1,751.69 | 1,002.78 |
| Investments in AIF & Other Funds (Unquoted) | | |
| Measured at Fair Value Through Profit & Loss | 125.33 | 848.55 |
| Total Current Investments | 1,883.45 | 1,856.03 |
| Aggregate Book Value of Quoted Investments | 1,758.12 | 1,007.48 |
| Aggregate Market Value of Quoted Investments | 1,758.12 | 1,007.48 |
| Aggregate Value of Unquoted Investments | 125.33 | 848.55 |
| Aggregate amount of impairment in value of Investments | - | - |

12. Trade Receivables
(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|----------------------------|-----------------------------|-----------------------------|
| Unsecured, considered good | 1,151.81 | 931.67 |
| Total | 1,151.81 | 931.67 |

Refer Note No. 46 for ageing details of trade receivables.

13. Cash and Cash Equivalents
(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|---|-----------------------------|-----------------------------|
| Balances with banks - in current accounts | 209.83 | 295.70 |
| Cash on hand | 2.15 | 2.70 |
| Total | 211.98 | 298.40 |

14. Bank Balances other than mentioned in cash and cash equivalents
(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|--|-----------------------------|-----------------------------|
| Unclaimed Dividend balances with banks | 20.02 | 20.01 |
| Fixed Deposits with banks (held as margin money / lien against OD) | 410.99 | 286.56 |
| Total | 431.01 | 306.57 |


15. Loans (Current)

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|-----------------------------------|---------------------|---------------------|
| Unsecured, Considered Good | | |
| Loans & Advances to Employees | 3.49 | 7.54 |
| Fixed Deposits with NBFC | - | 300.00 |
| Other Advances | - | 150.00 |
| Total | 3.49 | 457.54 |

16. Other Financial Assets (Current)

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|-----------------------------|---------------------|---------------------|
| Interest Receivable | 33.02 | 54.71 |
| Export Benefits Receivables | 45.17 | 87.32 |
| Security Deposit / EMD | 1,050.00 | - |
| Other Receivables | 0.65 | 17.24 |
| Total | 1,128.84 | 159.27 |

17. Other current assets

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|-------------------------------------|---------------------|---------------------|
| Advances to Suppliers | 21.08 | 61.27 |
| Prepaid expenses | 9.73 | 11.09 |
| Balance with Government Authorities | 63.34 | 61.16 |
| Balance with Gratuity Fund | 50.19 | - |
| Total | 144.34 | 133.52 |

18 Share capital

| PARTICULARS | As at 31/03/2022 | | As at 31/03/2021 | |
|-------------------------------------|---------------------|---------------|---------------------|---------------|
| | Units | (₹ in Lakhs) | Units | (₹ in Lakhs) |
| Authorised Share Capital : | | | | |
| Equity Shares of ₹ 10 each | 12,500,000 | 1,250.00 | 12,500,000 | 1,250.00 |
| Issued & Subscribed : | | | | |
| Equity Shares of ₹ 10 each | 7,092,300 | 709.23 | 7,092,300 | 709.23 |
| Subscribed and Fully Paid Up | | | | |
| Equity Shares of ₹ 10 each | 7,092,300 | 709.23 | 7,092,300 | 709.23 |
| Total | 7,092,300 | 709.23 | 7,092,300 | 709.23 |


18.1 The reconciliation of the no. of shares outstanding is set out below :

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|------------------------------|---------------------|---------------------|
| Equity shares | | |
| At Beginning of the period | 7,092,300 | 7,092,300 |
| Add : Issued during the year | - | - |
| At End of the period | 7,092,300 | 7,092,300 |

18.2 Details of shareholders holding more than 5% shares in the Company

| Name of the shareholder | As at 31/03/2022 | | As at 31/03/2021 | |
|-------------------------------------|---------------------|----------------------|---------------------|----------------------|
| | No. of shares | % of Shareholding | No. of shares | % of Shareholding |
| Olive Speciality Services Pvt. Ltd. | 1,708,099 | 24.08% | 1,708,099 | 24.08% |
| Viren C. Mirani | 1,262,459 | 17.80% | 1,262,459 | 17.80% |
| Shefali V. Mirani | 821,389 | 11.58% | 821,389 | 11.58% |
| Divyaprabha C. Mirani | 549,534 | 7.75% | 549,534 | 7.75% |

18.3 Disclosure of Shareholding of Promoters

Disclosure of shareholding of promoters as on 31/3/2022 is as follows :

| Promoter Name | As at 31/03/2022 | | As at 31/03/2021 | | % Change during the year |
|-----------------------------------|------------------|-----------------|------------------|-----------------|--------------------------------|
| | No. of Shares | % of holding | No. of Shares | % of holding | |
| Olive Speciality Services Pvt Ltd | 1,708,099 | 24.08% | 1,708,099 | 24.08% | - |
| Viren C Mirani | 1,262,459 | 17.80% | 1,262,459 | 17.80% | - |
| Shefali V Mirani | 821,389 | 11.58% | 821,389 | 11.58% | - |
| Divyaprabha Chandrasinh Mirani | 549,534 | 7.75% | 549,534 | 7.75% | - |
| Chandrasinh Hansraj Mirani HUF | 11,824 | 0.17% | 11,824 | 0.17% | - |

Disclosure of shareholding of promoters as on 31/3/2021 is as follows :

| Promoter Name | As at 31/03/2021 | | As at 31/03/2020 | | % Change during the year |
|-----------------------------------|------------------|-----------------|------------------|-----------------|--------------------------------|
| | No. of Shares | % of holding | No. of Shares | % of holding | |
| Olive Speciality Services Pvt Ltd | 1,708,099 | 24.08% | 1,708,099 | 24.08% | - |
| Viren C Mirani | 1,262,459 | 17.80% | 1,262,459 | 17.80% | - |
| Shefali V Mirani | 821,389 | 11.58% | 821,389 | 11.58% | - |
| Divyaprabha Chandrasinh Mirani | 549,534 | 7.75% | 549,534 | 7.75% | - |
| Chandrasinh Hansraj Mirani HUF | 11,824 | 0.17% | 11,824 | 0.17% | - |

18.4 The Company has only one class of shares having a par value of ₹ 10 per share. Each shareholder is entitled to one vote per share.

18.5 In the event of liquidation of the Company, the equity shareholders shall be entitled to proportionate share of their holding in the assets remaining after distribution of all preferential amounts.

18.6 The company does not have any holding company or subsidiary company.



18.7 The Board of Directors have recommended a final dividend of ₹ 2.50 Per Equity Share (25 % of the face value of ₹10/- each) for the financial year ended March 31, 2022 subject to the approval of Shareholders at the ensuing Annual General Meeting.

18.8 Details of shares bought back during the period of five years immediately preceding the reporting date:

| Year | Nos. of Shares | Buy Back Price per Share (₹) |
|-----------|----------------|------------------------------|
| 2017-2018 | 2,307,700 | 117.00 |

19 Other Equity

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|--|------------------|------------------|
| CAPITAL RESERVE | 630.26 | 630.26 |
| CAPITAL REDEMPTION RESERVE | 230.77 | 230.77 |
| GENERAL RESERVE | | |
| Balance as per last year | 8,095.28 | 7,995.28 |
| Add: Appropriations From Current year's Profit | 100.00 | 100.00 |
| Balance at the end of the Year | 8,195.28 | 8,095.28 |
| SURPLUS IN STATEMENT OF PROFIT AND LOSS | | |
| Balance at the beginning of the Year | 1,343.90 | 854.83 |
| Add: Profit after tax for the Year | 561.14 | 711.04 |
| Add: Other Comprehensive Income for the year | 77.31 | (15.59) |
| Total Comprehensive Income for the year | 638.45 | 695.45 |
| Amount available for Appropriation | 1,982.35 | 1,550.28 |
| Less: Appropriations | | |
| Dividends | 177.31 | 106.38 |
| Transferred to General Reserves | 100.00 | 100.00 |
| Total Appropriation | 277.31 | 206.38 |
| Balance at the end of the Year | 1,705.05 | 1,343.90 |
| TOTAL | 10,761.37 | 10,300.21 |

Capital reserve

Capital Reserve will be utilised in accordance with provisions of the Act.

Capital Redemption Reserve

Capital Redemption Reserve represents reserve created during buy back of Equity Shares and it is a non-distributable reserve.

General Reserve

General Reserve has been created by transfer out of profits generated by the Company and is available for distribution to shareholders.

Retained Earnings

Retained earnings are the profits that the Company has earned till date including effect of remeasurement of defined benefit obligations less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained Earnings is a free reserve available to the Company.



20. Provisions (Non-Current)

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|---|---------------------|---------------------|
| (a) Provision for Employee Benefits: | | |
| - Leave Encashment (unfunded) | 522.36 | 484.02 |
| (b) Others : | | |
| - Provision for Others | 27.95 | 27.95 |
| Total | 550.30 | 511.97 |

21. Deferred Tax Liabilities (Net)

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|---|---------------------|---------------------|
| <u>Deferred Tax Liabilities</u> | | |
| Depreciation and Amortization | 532.83 | 550.51 |
| IND AS adjustment relating to fair valuation & Others | - | 4.34 |
| Total Deferred Tax Liabilities (A) | 532.83 | 554.85 |
| <u>Deferred Tax Assets</u> | | |
| Provision for Employee Benefits (net) | 118.11 | 128.47 |
| IND AS adjustment relating to fair valuation & Others | 1.78 | - |
| Total Deferred Tax Assets (B) | 119.89 | 128.47 |
| Net Deferred Tax Liabilities ((A)-(B)) | 412.94 | 426.38 |

22. Trade Payables

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|--|---------------------|---------------------|
| Total outstanding dues of micro and small enterprises* | 305.04 | 141.39 |
| Other Trade Payables | 543.52 | 398.68 |
| Total | 848.56 | 540.07 |

* Refer Note 42 for disclosure pursuant to Micro, Small and Medium Enterprises Development Act, 2006

Refer Note No. 47 for ageing details of trade payables

23. Other Financial Liabilities (Current)

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|-------------------|---------------------|---------------------|
| Unpaid Dividend | 20.02 | 20.01 |
| Security Deposits | 2.50 | 2.50 |
| Interest Payable | 10.21 | - |
| Other Liabilities | 2.44 | - |
| Total | 35.17 | 22.51 |

**24. Other Current Liabilities**

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|---------------------------|---------------------|---------------------|
| Advances from Customers | 255.60 | 14.86 |
| Statutory Dues | 8.34 | 58.38 |
| Other Current Liabilities | - | 1.91 |
| Total | 263.94 | 75.15 |

25. Provisions (Current)

(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|--|---------------------|---------------------|
| (a) Provision for employee benefits | | |
| - Leave Encashment (unfunded) | 18.68 | 14.12 |
| - Gratuity | - | 12.32 |
| - Others | 20.08 | 20.30 |
| (b) Other Provision | 9.40 | 1.37 |
| Total | 48.16 | 48.11 |

26. Revenue from Operations

(₹ in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|-------------------------|------------------|------------------|
| Sale of Products | 15,439.83 | 13,958.63 |
| Other Operating Revenue | | |
| Export License Income | 84.84 | 156.52 |
| Sale of Sinews / Scrap | 190.25 | 162.63 |
| HCL Lifting Charges | 268.85 | 108.05 |
| Other Income | 0.02 | 1.52 |
| TOTAL | 15,983.79 | 14,387.35 |

27. Other Income

(₹ in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|--|---------------|---------------|
| Interest Income | 163.23 | 172.39 |
| Dividend Income | 2.17 | 15.13 |
| Profit on sale / fair valuation of Investments (Net) | 137.24 | 189.51 |
| Exchange Gain/loss (net) | 69.49 | 83.31 |
| Sundry Balances Written back | 7.42 | 6.12 |
| Miscellaneous Income | 0.24 | - |
| Total | 379.79 | 466.46 |

28. Cost of Materials Consumed

(₹ in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|----------------------|-----------------|-----------------|
| Opening Stock | 517.58 | 598.31 |
| Add : Purchases | 8,361.87 | 7,698.38 |
| Sub Total | 8,879.45 | 8,296.69 |
| Less : Closing Stock | 444.09 | 517.58 |
| Total | 8,435.36 | 7,779.11 |


29. Changes in Inventories of Finished goods, Work in Progress and Stock in trade (₹ in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|--|-----------------|-----------------|
| Inventories at the beginning of the year | | |
| Finished Goods | 683.08 | 973.58 |
| Work in Progress | 1,212.27 | 987.06 |
| Stock in Trade | 10.18 | 7.69 |
| Sub Total | 1,905.53 | 1,968.33 |
| Less : Inventories at the end of the year | | |
| Finished Goods | 837.41 | 683.08 |
| Work in Progress | 1,281.58 | 1,212.27 |
| Stock in Trade | 9.15 | 10.18 |
| Sub Total | 2,128.14 | 1,905.53 |
| Net Decrease / (Increase) in Inventories | (222.61) | 62.80 |

30. Employee Benefit Expense (₹ in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|---|-----------------|-----------------|
| Salaries and Wages | 921.94 | 882.76 |
| Contribution to provident and other funds (Refer Note 39) | 79.64 | 73.07 |
| Gratuity Expense (Refer Note 39) | 41.19 | 38.69 |
| Staff welfare expenses | 10.02 | 8.60 |
| Total | 1,052.79 | 1,003.12 |

31. Finance Costs (₹ in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|--------------------|--------------|--------------|
| Interest Expense | 12.70 | 1.25 |
| Other Finance Cost | 6.41 | 15.60 |
| Total | 19.11 | 16.85 |

32. Depreciation and Amortisation Expense (₹ in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|-----------------------------------|---------------|---------------|
| Depreciation on Tangible Assets | 360.04 | 349.88 |
| Amortisation of Intangible Assets | - | 15.48 |
| Total | 360.04 | 365.36 |


33. Other Expenses
(₹ in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|---|-----------------|-----------------|
| Consumption of Stores | 726.37 | 377.55 |
| Labour Charges | 433.33 | 405.93 |
| Power and Fuel | 2,626.83 | 2,034.95 |
| Packing material Consumed | 96.36 | 68.47 |
| Repairs:- | | |
| Machinery (including spares) | 133.81 | 167.05 |
| Building | 4.71 | 27.65 |
| Others | 20.20 | 29.50 |
| Advertisement & Sales Promotion Exps | 14.82 | 11.00 |
| Audit Fees (Refer Note No. 33.1) | 3.50 | 3.50 |
| CETP, Water & Effluent Treatment Charges | 724.60 | 632.48 |
| Commission on Sales | 105.12 | 93.62 |
| C.S.R. Expenses (Refer Note 36) | 12.25 | 10.00 |
| Director's Sitting Fees | 9.60 | 7.95 |
| Donation | 0.01 | 0.03 |
| Export Expense | 299.10 | 200.56 |
| Freight & Cartage & Colliage | 104.90 | 96.11 |
| Insurance | 85.55 | 68.08 |
| Legal & Professional Fees | 224.40 | 188.91 |
| Loss on sale / Discard of Property, Plant & Equipment | 30.19 | 23.71 |
| Postage & Telegram | 10.18 | 8.84 |
| Rent, Rates and Taxes | 21.50 | 21.13 |
| Stationery and Printing Expenses | 9.97 | 8.51 |
| Travelling and conveyance Expenses | 46.81 | 24.98 |
| General Expenses | 225.84 | 180.44 |
| Total | 5,969.95 | 4,690.95 |

33.1 Auditor Remuneration & Others
(₹ in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|---------------------|-------------|-------------|
| As auditor : | | |
| Audit Fees * | 3.50 | 3.50 |
| Total | 3.50 | 3.50 |

* Net of GST

34. Earnings Per Share
(₹ in Lakhs)

Earning Per share is calculated by dividing the Profit / (Loss) attributable to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. The numbers used in calculating basic and diluted earning per Equity Share as stated below:

| Particulars | 2021-22 | 2020-21 |
|---|-----------|-----------|
| Net Profit / (Loss) attributable to Equity Shareholders | 561.14 | 711.04 |
| Number of Equity Shares (Weighted Average) | 7,092,300 | 7,092,300 |
| Basic & Diluted Earnings Per Share (₹) | 7.91 | 10.03 |
| Nominal Value Per Share (₹) | 10.00 | 10.00 |


35. Contingent Liabilities and Commitments
(₹ in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|---|---------|---------|
| Contingent Liabilities:- | | |
| Claims against the company not acknowledged as debts | - | - |
| Commitments:- | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advance) | 74.97 | 23.81 |

36. Corporate Social Responsibility
(₹ in Lakhs)

| Particulars | 2021-22 | 2020-21 |
|--|---------|---------|
| 1. Gross amount required to be spent by the Company during the year | 12.16 | 9.86 |
| 2. Amount spent during the year | | |
| (i) construction/acquisition of any asset | | |
| (ii) on purposes other than (i) above | 12.25 | 10.00 |
| 3. Shortfall at the end of the year | - | - |
| 4. Total of previous years' shortfall | - | - |
| 5. Reasons for shortfall | N.A. | N.A. |
| 6. Nature of CSR activities | | |
| (i) Promoting education | 2.25 | 3.00 |
| (ii) Promoting healthcare | - | 5.00 |
| (iii) Promoting education, healthcare and livelihood enhancement of the families of Covid 19 victims | 5.00 | 2.00 |
| (iv) Promoting environment sustainability | 5.00 | - |
| 7. CSR transactions with related parties | - | - |

37. Related Party Disclosures As Per Indian Accounting Standard-24
(a) Related Parties

| | |
|---|---|
| Key Management Personnel | Mr. Viren C. Mirani (Chairman & Managing Director) w.e.f. 28/06/2021 Mrs. Shefali V. Mirani (Executive Director) Mr. Nishant P. Odhvani (C.F.O.) - (till 21/04/2022) Ms. Tanaya T. Daryanani (Company Secretary) |
| Independent Directors | Mr. Pradip P. Madhavji (Chairman - resigned on 28/06/2021) Mr. Shridhar N. Pittie Mr. Jayprakash M. Tiwari Mr. Malay M. Khimji Mrs. Bharati A Mongia (w.e.f. 28/06/2021) |
| Relative of Key Management Personnel | Ms. Niyati V. Mirani (Marketing Executive) Mrs. Divyaprabha C.Mirani Chandrasinh H.Mirani (HUF) |
| Entities controlled by directors or their relatives | Kris Aero Services Private Limited Olive Speciality Services Private Limited Khimji Visram & Sons (Gujarat) Private Limited |


(b) Transactions with related parties:

| Particulars | Key Management Personnel & Relatives | | Entities controlled by Directors or their Relatives | | Independent Directors | |
|--|--------------------------------------|-----------|---|-----------|-----------------------|-----------|
| | 2021-2022 | 2020-2021 | 2021-2022 | 2020-2021 | 2021-2022 | 2020-2021 |
| Short term Employee Benefits (Refer Note 1) | | | | | | |
| Mr. Viren C. Mirani | 279.00 | 255.00 | - | - | - | - |
| Mrs. Shefali V. Mirani | 123.00 | 123.00 | - | - | - | - |
| Ms. Niyati V. Mirani | 5.40 | 5.40 | - | - | - | - |
| Mr. Nishant P. Odhvani | 19.39 | 16.94 | - | - | - | - |
| Ms. Tanaya T. Daryanani | 10.53 | 9.10 | - | - | - | - |
| Sitting Fees | | | | | | |
| Mr. Pradip P. Madhavji | - | - | - | - | 0.60 | 2.30 |
| Mr. Shridhar N. Pittie | - | - | - | - | 2.90 | 2.30 |
| Mr. Jayprakash M. Tiwari | - | - | - | - | 2.95 | 2.35 |
| Mr. Malay M. Khimji | - | - | - | - | 1.65 | 1.00 |
| Mrs Bharati Mongia | - | - | - | - | 1.50 | - |
| Dividend | | | | | | |
| Mr. Viren C. Mirani | 31.56 | 18.94 | - | - | - | - |
| Mrs. Shefali V. Mirani | 20.53 | 12.32 | - | - | - | - |
| Mr. Malay M. Khimji* | - | - | - | - | 0.00 | 0.00 |
| Mr. Jayprakash M. Tiwari* | - | - | - | - | 0.00 | 0.00 |
| Mrs. Divyaprabha C. Mirani | 13.74 | 8.24 | - | - | - | - |
| Chandrasinh H. Mirani (HUF) | 0.30 | 0.18 | - | - | - | - |
| Olive Speciality Services Private Limited | - | - | 42.70 | 25.62 | - | - |
| Rent Expenses | | | | | | |
| Khimji Visram & Sons (Gujarat) Private Limited | - | - | 5.40 | 5.25 | - | - |
| Rent Income | | | | | | |
| Olive Speciality Services Private Limited | - | - | 0.24 | - | - | - |
| Purchase of goods / services | | | | | | |
| Kris Aero Services Private Limited | - | - | 0.34 | 0.83 | - | - |

* represents amounts less than ₹ 0.01 lakh

- The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance as it is determined on actuarial basis for the company as a whole.


(c) Amount due to/(from) Related Parties :
(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|---|---------------------|---------------------|
| Key Management Personnel & Relatives | | |
| Mr. Nishant P. Odhvani | 1.07 | 0.75 |
| Ms. Tanaya T. Daryanani | 1.38 | 0.75 |
| Entities controlled by directors or their relatives | | |
| Olive Speciality Services Private Limited | -0.28 | - |

38. Operating Segments

The company manufactures and deals in single product, i.e. manufacturing of Ossein & Gelatine and therefore, no separate disclosure as per IND AS 108 "Operating Segments" is given.

38.1 Information about Geographical Areas

| Particulars | 2021-2022 | | | | |
|--|-----------------|---------------|--------|----------|-----------|
| | Within India | Outside India | | | |
| | | Far East | Europe | Others | Total |
| Revenue | 8,369.90 | 4,890.05 | 853.18 | 1,870.65 | 15,983.79 |
| Non Current Assets other than financial instruments, deferred tax assets | 4,292.99 | - | - | - | 4,292.99 |

| Particulars | 2020-2021 | | | | |
|--|-----------------|---------------|----------|----------|-----------|
| | Within India | Outside India | | | |
| | | Far East | Europe | Others | Total |
| Revenue | 6,712.20 | 3,992.82 | 2,421.71 | 1,260.62 | 14,387.35 |
| Non Current Assets other than financial instruments, deferred tax assets | 4,161.33 | - | - | - | 4,161.33 |

38.2 The following table gives details in respect of percentage of revenues generated from top customer and revenues from transactions with customers amounts to 10 percent or more of Company's revenues from product sale:

(₹ in Lakhs)

| Particulars | 2021-2022 | 2020-2021 |
|---|-----------|-----------|
| Revenue from top customer | 2,886.49 | 1,884.85 |
| Revenue from customers contributing 10% or more to the Company's revenues from product sale | 4,692.11 | 3,568.48 |


39. Disclosures As Required By Indian Accounting Standard (Ind As) 19 “Employee Benefits”
(a) Defined contribution plans

Contribution to defined contribution plans, recognised as expense for the year is as under :

The Group pays provident fund contributions to publicly administered funds as per the local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expenses when they are due.

| | (₹ in Lakhs) | |
|---|--------------|-----------|
| Particulars | 2021-2022 | 2020-2021 |
| Employer's contribution to Provident Fund | 76.73 | 70.29 |

(b) Defined benefit plan

Details of defined benefit obligation and plan assets in respect of retiring gratuity are given below :

The Company has a defined benefit gratuity plan. Every Employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service. Employees at corporate office who has completed twenty five years or more of service gets a gratuity on death or resignation or retirement at 30 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of an qualifying insurance policy.

i) Reconciliation of opening and closing balances of defined benefit obligation
(₹ in Lakhs)

| Particulars | 2021-2022 | 2020-2021 |
|--|-----------|-----------|
| Present value of obligation as at the beginning of the year | 617.47 | 541.25 |
| Interest Cost | 40.62 | 35.69 |
| Current Service Cost | 41.78 | 35.19 |
| Benefits Paid | (22.73) | (19.20) |
| Actuarial (Gain)/Loss on arising from Change in Financial Assumption | (105.53) | 3.91 |
| Actuarial (Gain)/Loss on arising from Change in Demographic Assumption | - | - |
| Actuarial (Gain)/Loss on arising from Experience Adjustment | (1.32) | 20.63 |
| Past Service Cost | - | - |
| Present value of obligation as at the end of the year | 570.29 | 617.47 |

ii) Reconciliation of opening and closing balances of fair value of plan assets
(₹ in Lakhs)

| Particulars | 2021-2022 | 2020-2021 |
|---|-----------|-----------|
| Fair Value of plan assets at the beginning of the year | 605.15 | 472.54 |
| Interest Income | 41.20 | 32.19 |
| Contributions by the employer | 42.00 | 117.84 |
| Benefits paid | (22.73) | (19.20) |
| Return on plan assets excluding amount included in net interest on the net defined benefit liability/(assets) | (3.53) | 1.78 |
| Fair Value of plan assets at the end of the year | 662.09 | 605.15 |

iii) Reconciliation of fair value of assets and obligations
(₹ in Lakhs)

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|--|---------------------|---------------------|
| Fair Value of plan assets | 662.09 | 605.15 |
| Present value of obligation | 570.29 | 617.47 |
| Amount recognised in Balance Sheet [Surplus/(Deficit)] | 91.80 | (12.32) |


iv) Expenses recognised during the year (₹ in Lakhs)

| Particulars | 2021-2022 | 2020-2021 |
|---|-----------|-----------|
| (A) In the Statement of Profit & Loss | | |
| Current Service Cost | 41.78 | 35.19 |
| Net Interest Cost | (0.58) | 3.50 |
| Total Included in 'Employee Benefit Expense' | 41.19 | 38.69 |
| (B) In Other Comprehensive Income | | |
| Components of Actuarial (Gain)/Losses on Obligations: | | |
| Due to change in Financial Assumptions | (105.53) | 3.91 |
| Due to experience adjustments | (1.32) | 20.63 |
| Return on plan assets excluding amount included in net interest on the net defined benefit liability/(assets) | 3.53 | (1.78) |
| Amount recognised in Other Comprehensive Income | -103.31 | 22.76 |

v) Investment Details :

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|-------------------|---------------------|---------------------|
| Insurance Company | 100.00% | 100.00% |

vi) Actuarial Assumptions

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|--|---------------------|---------------------|
| Mortality Table | IALM 2012-14 Ult. | |
| Discount Rate | 7.25% | 6.80% |
| Expected rate of return on plan assets | 6.80% | 6.80% |
| Withdrawal Rate | 5 % to 1% | 5 % to 1% |
| Rate of escalation in salary | 8.00% | 9.00% |

vii) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis on defined benefit obligation is given below :

| Particulars | As at 31/03/2022 | As at 31/03/2021 |
|--|---------------------|---------------------|
| Sensitivity Level - Discount Rate | | |
| 0.5% Increase | (32.28) | (37.56) |
| 0.5% Decrease | 35.11 | 41.04 |
| Sensitivity Level - Salary Escalation | | |
| 0.5% Increase | 33.50 | 37.57 |
| 0.5% Decrease | (31.65) | (35.95) |
| Sensitivity Level - Withdrawal Rate | | |
| W.R. @ 110% | (0.26) | (1.25) |
| W.R. @ 90% | 0.27 | 1.38 |

viii) Expected contribution to the defined benefit plan for the next reporting period - ₹ 37.47 Lakhs.

ix) The Weighted Average Duration (Years) as at valuation date is 12.04 years.

x) Maturity Profile of Defined Benefit Obligation (₹ in Lakhs)

| Expected Cashflows | As at 31/03/2022 | As at 31/03/2021 |
|----------------------|---------------------|---------------------|
| Within 1 Year | 50.18 | 40.19 |
| Between 2 - 5 Years | 124.88 | 134.96 |
| Between 6 - 10 Years | 114.03 | 122.56 |



40 - Financial Instruments - Fair Values & Risk Management

40.1. Accounting Classifications & Fair Value Measurements

The fair values of the financial assets and liabilities are measured at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

All financial instruments are initially recognized and subsequently re-measured at fair value or amortized cost as described below :

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 : Input that is significant to the fair value measurement is unobservable.

I Figures as at March 31, 2022

| Particulars | Carrying Amount | Fair value | | |
|--|-----------------|-----------------|-----------------|----------|
| | | Level 1 | Level 2 | Level 3 |
| Financial assets at amortised cost: | | | | |
| Loans, Other Current & Non Current Financial Assets | 1,202.62 | - | 1,202.62 | - |
| Sub-total | 1,202.62 | - | 1,202.62 | - |
| Financial assets at fair value through profit or loss* | | | | |
| Investments (Current & Non-Current) | 2,208.32 | 1,758.12 | 450.20 | - |
| Sub-total | 2,208.32 | 1,758.12 | 450.20 | - |
| Total | 3,410.95 | 1,758.12 | 1,652.83 | - |
| Financial liabilities at amortised cost: | | | | |
| Other financial liabilities | 35.17 | - | 35.17 | - |
| Sub-total | 35.17 | - | 35.17 | - |
| Financial liabilities at fair value through profit or loss | - | - | - | - |
| Sub-total | - | - | - | - |
| Total | 35.17 | - | 35.17 | - |

II Figures as at March 31, 2021

| Particulars | Carrying Amount | Fair value | | |
|--|-----------------|-----------------|-----------------|----------|
| | | Level 1 | Level 2 | Level 3 |
| Financial assets at amortised cost: | | | | |
| Loans, Other Current & Non Current Financial Assets | 703.70 | - | 703.70 | - |
| Sub-total | 703.70 | - | 703.70 | - |
| Financial assets at fair value through profit or loss | | | | |
| Investments (Current) | 2,169.67 | 1,007.48 | 1,162.19 | - |
| Sub-total | 2,169.67 | 1,007.48 | 1,162.19 | - |
| Total | 2,873.37 | 1,007.48 | 1,865.89 | - |
| Financial liabilities at amortised cost: | | | | |
| Other financial liabilities | 22.51 | - | 22.51 | - |
| Sub-total | 22.51 | - | 22.51 | - |
| Financial liabilities at fair value through profit or loss | - | - | - | - |
| Sub-total | - | - | - | - |
| Total | 22.51 | - | 22.51 | - |

* Does not include unquoted investments of ₹ 1053.54 Lacs (31 Mar 2021 - ₹ 1189.99 Lacs) which is being carried at cost.

There has been no transfers between level 1 and level 2 during the year ended March 31, 2022 and March 31, 2021.



40.2 Financial Risk Management

The company's Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The company's risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

40.2.1. Credit Risk Management

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The carrying amount of following financial assets represents the maximum credit exposure.

Trade Receivables

Trade receivables are non-interest bearing. To manage credit risk in respect of trade receivables, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and ageing of accounts receivable. Individual risk limits are set accordingly.

The requirement of impairment of trade receivable is analysed as each reporting date. Based on historic default rates and overall credit worthiness of customers, management believes that no impairment allowance is required in respect of outstanding trade receivables as on 31st March, 2022.

40.2.2 Liquidity Risk

Liquidity Risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

| Particulars | Trade Payables | Other Financial Liabilities | Total |
|-------------------------|----------------|-----------------------------|---------------|
| As at 31/03/2022 | | | |
| Less than 1 year | 848.56 | 35.17 | 883.73 |
| 1 to 5 years | - | - | - |
| Total | 848.56 | 35.17 | 883.73 |
| As at 31/03/2021 | | | |
| Less than 1 year | 540.07 | 22.51 | 562.58 |
| 1 to 5 years | - | - | - |
| Total | 540.07 | 22.51 | 562.58 |

40.2.3 Foreign Currency Risk

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US\$ and EUR. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows.


Foreign currency Risk Exposures

| Particulars | US \$ in Lakhs | | Euro in Lakhs | |
|-----------------------|---------------------|---------------------|---------------------|---------------------|
| | As at 31/03/2022 | As at 31/03/2021 | As at 31/03/2022 | As at 31/03/2021 |
| Financial Assets | 3.81 | 3.57 | 1.42 | - |
| Less : Hedging | 3.81 | 3.57 | - | - |
| | - | - | 1.42 | - |
| Financial Liabilities | - | - | - | - |
| Net Exposure | - | - | 1.42 | - |

Sensitivity Analysis

| Particulars | Impact on PAT | | Impact on PAT | |
|-----------------------|---------------|----------|---------------|----------|
| | 31.03.2022 | | 31.03.2021 | |
| | Increase | Decrease | Increase | Decrease |
| USD Sensitivity - 5% | - | - | - | - |
| Euro Sensitivity - 5% | 4.47 | -4.47 | - | - |

40.2.4 Interest Rate Risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio. The Company does not have any borrowings as on 31st March, 2022.

40.2.5 Commodity Price Risk

Principal Raw Material for company's products is Crushed Bone and Lime. Company sources its raw material requirements from domestic markets. Domestic market price generally remains in line with international market prices. Volatility in bone prices, currency fluctuation of rupee vis a vis other prominent currencies coupled with demand-supply scenario in the world market affect the effective price of bone and Lime. Company effectively manages availability of material as well as price volatility through well planned procurement and inventory strategy and also through appropriate contracts and commitments.

Sensitivity Analysis

The table below summarises the impact of increase/decrease in prices of Crushed Bone and Lime by ₹ 1 per kg on profit for the period.

| Particulars | Impact on PAT | |
|--|---------------|-----------|
| | 2021-2022 | 2020-2021 |
| ₹1.00 increase in price of Crushed Bone | (126.64) | (124.10) |
| ₹ 1.00 decrease in price of Crushed Bone | 126.64 | 124.10 |
| ₹ 1.00 increase in price of Lime | (36.77) | (38.45) |
| ₹ 1.00 decrease in price of Lime | 36.77 | 38.45 |

41. Capital Management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the financial covenants.


42. Dues to Micro, Small and Medium Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

| Particulars | 2021-2022 | 2020-2021 |
|--|---------------|-----------|
| The principal amount remaining unpaid to any supplier as at the end of each accounting year; | 305.04 | 141.39 |
| The amount of interest paid by the buyer in terms of Section 16, of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year; | - | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprise Development Act, 2006; | 0.99 | 0.67 |
| The amount of interest accrued and remaining unpaid at the end of each accounting year; and | 0.01 | 0.28 |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006. | 2.36 | 1.36 |

The information regarding Micro or Small Enterprises has been determined on the basis of information available with the management.

43. The company has taken office under cancellable operating lease. Such lease is accounted for as "Short Term Lease" as per IND AS 116, Leases. The amount in respect of Short Term Lease is ₹ 5.40 lakhs (P.Y. ₹ 5.25 Lakhs).
44. In the opinion of the Board, the current assets, loans and advances are approximately of the value stated in the balance sheet, if realised in the ordinary course of the business. Provision for depreciation and all known liabilities have been made in accounts.

45. Disclosures pursuant to Section 186 (4) of the Companies Act, 2013 :

| Name of Company | Purpose of Loan | Amount Outstanding as on 31/3/2022 | Maximum Outstanding during the year |
|------------------------------|-----------------|------------------------------------|-------------------------------------|
| Mahindra & Mahindra Limited | Working Capital | 50.00 | 50.00 |
| LIC Housing Finance Limited | Working Capital | - | 300.00 |
| Mack Trading Company Limited | Working Capital | - | 150.00 |



46 Ageing of trade receivables

Ageing of trade receivables outstanding as at 31/03/2022 is as follows :

(₹ in Lakhs)

| Particulars | Outstanding for following periods from date of transaction | | | | | Total |
|---|--|------------------|-------------|-------------|-------------------|-----------------|
| | Less than 6 months | 6 months-1 Years | 1-2 years | 2-3 Years | More than 3 Years | |
| Undisputed trade receivable - considered good | 1,149.19 | 0.11 | 0.46 | 0.13 | 1.92 | 1,151.81 |
| Undisputed trade receivable - significant increase in credit risk | - | - | - | - | - | - |
| Undisputed trade receivable - credit Impaired | - | - | - | - | - | - |
| Disputed trade receivable - considered good | - | - | - | - | - | - |
| Disputed trade receivable - significant increase in credit risk | - | - | - | - | - | - |
| Disputed trade receivable - credit impaired | - | - | - | - | - | - |
| | 1,149.19 | 0.11 | 0.46 | 0.13 | 1.92 | 1,151.81 |

Ageing of trade receivables outstanding as at 31/03/2021 is as follows :

(₹ in Lakhs)

| Particulars | Outstanding for following periods from date of transaction | | | | | Total |
|---|--|------------------|-------------|-------------|-------------------|---------------|
| | Less than 6 months | 6 months-1 Years | 1-2 years | 2-3 Years | More than 3 Years | |
| Undisputed trade receivable - considered good | 928.95 | 0.22 | 0.69 | 0.15 | 1.66 | 931.67 |
| Undisputed trade receivable - significant increase in credit risk | - | - | - | - | - | - |
| Undisputed trade receivable - credit Impaired | - | - | - | - | - | - |
| Disputed trade receivable - considered good | - | - | - | - | - | - |
| Disputed trade receivable - significant increase in credit risk | - | - | - | - | - | - |
| Disputed trade receivable - credit impaired | - | - | - | - | - | - |
| | 928.95 | 0.22 | 0.69 | 0.15 | 1.66 | 931.67 |

47. Ageing of trade payables

Ageing of trade payables outstanding as at 31/03/2022 is as follows :

(₹ in Lakhs)

| Particulars | Outstanding for following periods from date of transaction | | | | Total |
|------------------------|--|-------------|-----------|-------------------|---------------|
| | Less Than 1 Year | 1-2 Year | 2-3 Years | More than 3 Years | |
| MSME | 305.04 | - | - | - | 305.04 |
| Others | 442.72 | 0.67 | - | 1.97 | 445.36 |
| Disputed dues – MSME | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - |
| | 747.76 | 0.67 | - | 1.97 | 750.40 |
| Unbilled/Provision | | | | | 98.16 |
| Total | | | | | 848.56 |



Ageing of trade payables outstanding as at 31/03/2021 is as follows :

(₹ in Lakhs)

| Particulars | Outstanding for following periods from date of transaction | | | | Total |
|------------------------|--|-------------|-------------|-------------------|---------------|
| | Less Than 1 Year | 1-2 Year | 2-3 Years | More than 3 Years | |
| MSME | 141.39 | - | - | - | 141.39 |
| Others | 306.15 | 0.81 | 8.19 | 0.48 | 315.63 |
| Disputed dues – MSME | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - |
| | 447.54 | 0.81 | 8.19 | 0.48 | 457.02 |
| Unbilled/Provision | | | | | 83.05 |
| Total | | | | | 540.07 |

48. Borrowing based on security of current assets

Details of quarterly returns or statements of current assets filed by the Company with bank:

| Name of Bank | Quarter | Particulars of securities provided | Amount as per books of accounts | Amount as reported in quarterly return/ statement | Amount of difference | Reason for material discrepancies |
|-------------------------------|---------|------------------------------------|---------------------------------|---|----------------------|--|
| Development Bank of Singapore | Jun-21 | Stock | 2,805.83 | 2,796.18 | 9.65 | The differences between books of accounts and statements submitted to bank are reconciled. These differences are mainly due to provision of expenses, exchange rate effects and change in grouping of debtors/ creditors during the course of limited review/ audit. |
| | | Debtors | 983.15 | 987.60 | -4.45 | |
| | | Creditors | 498.83 | 508.56 | -9.74 | |
| Development Bank of Singapore | Sep-21 | Stock | 3,123.04 | 3,123.03 | 0.01 | |
| | | Debtors | 714.58 | 711.69 | 2.89 | |
| | | Creditors | 791.51 | 791.51 | 0.00 | |
| Development Bank of Singapore | Dec-21 | Stock | 3,270.23 | 3,270.23 | - | |
| | | Debtors | 1,032.98 | 1,036.23 | -3.25 | |
| | | Creditors | 1,088.13 | 953.77 | 134.36 | |
| Development Bank of Singapore | Mar-22 | Stock | 2,933.05 | 2,933.79 | -0.74 | |
| | | Debtors | 1,151.81 | 1,150.56 | 1.25 | |
| | | Creditors | 848.56 | 750.40 | 98.16 | |



(₹ in Lakhs)

49. Income tax

The major component of income tax expense for the years ended March 31, 2022 and March 31, 2021 are :

| Particulars | 2021-2022 | 2020-2021 |
|--|-----------|-----------|
| Statement of Profit and Loss | | |
| Current tax | | |
| Current income tax | 213.12 | 228.23 |
| Adjustment in respect of income tax of previous year | (0.46) | (21.32) |
| Deferred tax | | |
| Deferred tax expense/ (credit) | (39.43) | 9.92 |
| Income tax expense/(credit) reported in the statement of profit & loss | 173.22 | 216.83 |

OCI section

| Particulars | 2021-2022 | 2020-2021 |
|--|-----------|-----------|
| Deferred tax related to items recognised in OCI during the year | | |
| Income tax expense /(Credit) on remeasurement of benefit plans | 26.00 | (5.73) |
| Income tax expense /(Credit) on mark to market of forward contracts | 0.00 | 0.48 |
| Deferred tax charged to OCI | 26.00 | (5.25) |

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2022 and March 31, 2021.

A) Current tax

| Particulars | 2021-2022 | 2020-2021 |
|--|---------------|---------------|
| Profit Before Tax | 734.36 | 927.87 |
| Other Comprehensive Income | 103.31 | (20.84) |
| Total | 837.67 | 907.03 |
| Tax @ 25.168% - (A) | 210.83 | 228.28 |
| Adjustment | | |
| Non deductible expenses | 3.99 | 3.32 |
| Income exempt from tax | (3.63) | (4.09) |
| Adjustment in respect of income tax of previous year | (0.46) | (21.32) |
| Others | (11.50) | 5.39 |
| Total Tax Expenses | 199.22 | 211.58 |
| At the Effective Income Tax Rate | 23.78% | 23.33% |



B) Deferred tax

| Particulars | Balance Sheet | | Statement of Profit and Loss | |
|--|------------------|------------------|------------------------------|-----------|
| | As at 31/03/2022 | As at 31/03/2021 | 2021-2022 | 2020-2021 |
| Deferred tax liabilities / (assets) | | | | |
| On account of depreciation / amortisation | 532.83 | 550.51 | (17.68) | (19.48) |
| On account of Expenditure charged to the statement of profit and loss but allowable on payment basis for tax purpose | (118.11) | (128.47) | 10.36 | (8.85) |
| On account of Fair valuation of Investments & Foreign Exchange Loss | (1.78) | 4.34 | (6.11) | 33.01 |
| Deferred tax (expense)/income | | | (13.44) | 4.68 |
| Deferred tax liabilities / (assets) | 412.94 | 426.38 | | |
| Reflected in the balance sheet as follows | | | | |
| Deferred tax assets | (119.89) | (128.47) | | |
| Deferred tax liabilities | 532.83 | 554.85 | | |
| Deferred tax liabilities / (assets) - net | 412.94 | 426.38 | | |

| Reconciliation of deferred tax liabilities / (assets), net | As at 31/03/2022 | As at 31/03/2021 |
|---|------------------|------------------|
| Opening balance | 426.38 | 421.70 |
| Tax income/(expense) during the period recognised in profit or loss | (39.43) | 9.93 |
| Tax income/(expense) during the period recognised in OCI | 26.00 | (5.25) |
| Closing balance | 412.94 | 426.38 |

50. Key Ratio Analysis

| Sr. No | Ratio | Ratio as on 31st March 2022 | Ratio as on 31st March 2021 | % Variance | Reason for variance |
|--------|---|-----------------------------|-----------------------------|------------|---|
| 1 | Current Ratio | | | | |
| | Current Assets | 6.60 | 9.63 | -31.50% | There is increase in trade payables and advances from customers as on 31/3/2022 as compared to last year. |
| | Current Liabilities | | | | |
| 2 | Debt-to-equity Ratio | | | | |
| | Total Debt | N.A. | N.A. | N.A. | |
| | Shareholder's Equity | | | | |
| 3 | Debt Service Coverage Ratio | | | | |
| | Net profit after tax + Finance Costs + Non-cash Items | N.A. | N.A. | N.A. | |
| | Interest and Principal Repayments | | | | |



| | | | | | |
|------------|---|---------------|--------|---------|---|
| 4 | Return on Equity Ratio | | | | |
| | Net Profit After Tax | 4.99% | 6.64% | -24.77% | |
| | Average Shareholder's Equity | | | | |
| 5 | Inventory Turnover Ratio | | | | |
| | Sales | 5.57 | 5.03 | 10.73% | |
| | Average Inventory | | | | |
| 6 | Receivables Turnover Ratio | | | | |
| | Net Credit Sales | 15.26 | 18.08 | -15.58% | |
| | Average Accounts Receivable | | | | |
| 7 | Payables Turnover Ratio | | | | |
| | Net Credit Purchases + Other Expenses | 20.66 | 18.00 | 14.82% | |
| | Average Trade Payables | | | | |
| 8 | Net Capital Turnover Ratio | | | | |
| | Net Sales | 2.38 | 2.30 | 3.45% | |
| | Working Capital | | | | |
| 9 | Net Profit Ratio | | | | |
| | Profit After Tax | 3.53% | 5.00% | -29.37% | The profitability has been impacted mainly due to (i) steep rise in power and fuel cost due to higher prices of Furnace Oil and Natural Gas as well as (ii) higher ETP related expenses in recent quarters to meet with pollution standard norms. |
| | Net Sales | | | | |
| | | | | | |
| 10 | Return on Capital employed Ratio | | | | |
| | EBIT | 6.34% | 8.26% | -23.25% | |
| | Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liabilities) | | | | |
| 11 | Return on investment Ratio | | | | |
| (a) | Mutual Fund Investments | | | | |
| | Gain on sale / fair valuation of Mutual Fund | 4.82% | 9.90% | -51.33% | Decrease in return on investment from Mutual funds are on account of fluctuation in market yields. |
| | Average investment in Mutual Funds | | | | |
| | | | | | |
| (b) | Fixed Income Investments (FD, Bonds, Debentures & Preference Shares) | | | | |
| | Interest Income + Profit on redemption | 9.70% | 8.79% | 10.35% | |
| | Average investment in Fixed Income investments | | | | |
| (c) | Quoted Equity Instruments Investments | | | | |
| | Fair valuation of quoted investment + Dividend Income | 32.69% | 42.42% | -22.94% | |



- 51 The Parliament of India has approved the Code on Social Security, 2020 (the Code) which may impact the contributions by the Company towards provident fund, gratuity and ESIC. The Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. Final rules are yet to be notified. The Company will assess the impact of the Code when it comes into effect and will record related impact, if any.
- 52 The Company evaluates events and transactions that occur subsequent to the Balance Sheet date prior to the approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the Financial Statements. As of May 27, 2022 there was no subsequent event to be recognised or reported that are not already disclosed elsewhere in these Financial Statements.
- 53 The company does not hold any benami property as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- 54 The Company does not have any transactions with companies struck off.
- 55 The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.
- 56 The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- 57 The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 58 The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 59 The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 60 Previous year's figures have been regrouped/re-arranged/recasted, wherever necessary, so as to make them comparable with current year's figures.

As per our attached report of even date
For Chandulal M. Shah & Co.
 Chartered Accountants
 FRN 101698W

Arpit D. Shah
 Partner
 Mem. No.: 135188

Place : Ahmedabad
 Date : 27-05-2022

For and on behalf of the Board
Viren C. Mirani
 Chairman & Managing Director

Shefali V. Mirani
 Executive Director

Place : Mumbai
 Date : 27-05-2022

Shridhar N. Pittie
Jayprakash M. Tiwari
Malay M. Khimji
Bharati A. Mongia
 Directors

Tanaya T. Daryanani
 Company Secretary

If undelivered, please return to :

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