



INDIA GELATINE & CHEMICALS LIMITED

CIN: L99999GJ1973PLC002260

Corporate Office: 77-78-79, Mittal Chambers, 7th Floor, 228, Nariman Point, Mumbai – 400 021

Tel: +91-22-2202 0341 | **E-mail:** investor@indiagelatine.com | **Website:** www.indiagelatine.com

11st December, 2025

To,

BSE Limited

Department of Corporate Services – CRD,

PJ Towers, Dalal Street, Mumbai 400 001

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

Dear Sir/Madam,

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further to our disclosure dated 29th November, 2025, and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclosure the Postal Ballot Notice along with the Explanatory Statement (“Postal Ballot Notice”), which has been dispatched today to the shareholders of India Gelatine and Chemicals Limited (“the Company”), seeking their approval for the appointment of Mr. P. Velmurugan (DIN: 10163584) as Whole-Time Director, designated as Executive Director of the Company.

The Notice has been sent to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/Depository Participant(s) as on Friday, 5th December, 2025 (cut-off date).

The schedule of events for the Postal Ballot is as given under:

Cut-off date (for dispatch and e-voting)	Friday, 5 th December, 2025
Commencement of e-voting period	Monday, 15 th December, 2025 at 10:00 a.m.
Conclusion of e-voting period	Tuesday, 13 th January, 2026 at 05:00 p.m.
Date on which resolution will be deemed to be passed	Tuesday, 13 th January, 2026 at 05:00 p.m.
Declaration of results of Postal Ballot	On or before Thursday, 15 th January, 2026

The Company has engaged the services of Central Depository Services (India) Limited for providing e-voting facility to all its Members. The Postal Ballot Notice along with the Explanatory Statement is also available on the website of the Company at www.indiagelatine.com and on the website of CDSL at <https://www.evotingindia.com/>.

Please take the above information on record.

Thanking you,

For India Gelatine and Chemicals Limited

Sejal Shah

Company Secretary & Compliance Officer

Membership No: A55588

Encl.: As stated above.

Reg. Office: 703/704, ‘Shilp’, 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad – 380 009

Tel: +91-79-26469514 | **E-mail:** igcl@indiagelatine.com



INDIA GELATINE & CHEMICALS LIMITED

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E-mail ID: investor@indiagelatine.com | **Website:** www.indiagelatine.com | **Tel:** +91-079-26469514

In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

POSTAL BALLOT NOTICE

[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with rules made thereunder]

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed for approval by the members of India Gelatine and Chemicals Limited ("the Company") by means of Postal Ballot (the "Postal Ballot"), only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and General Circular dated 19 September 2024 issued by the Ministry of Corporate Affairs (the 'MCA') read along with other connected circulars issued from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), read with applicable circulars under the Listing Regulations, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable laws, rules and regulations (including any statutory medication(s) or re-enactment(s) thereof, for the time being in force):

Sr. No.	Particulars
1.	APPOINTMENT OF MR. P. VELMURUGAN (DIN: 10163584) AS WHOLE TIME DIRECTOR OF THE COMPANY DESIGNATED AS EXECUTIVE DIRECTOR.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached and form part of this Postal Ballot notice ("the Notice").

The Board of Directors at their meeting held on 29th November, 2025 have appointed Mr. Chirag Shah (Membership No. FCS 5545), failing him Mr. Raimeen Maradiya (Membership No. FCS 11283), Practicing Company Secretary, partners of Chirag Shah & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.



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The Company has engaged the services of Central Depository Services India Ltd (CDSL) for the purpose of providing e-voting facility to all its members.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

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

Commencement of e-voting period	Monday, 15 th December, 2025 at 10:00 a.m.
Conclusion of e-voting period	Tuesday, 13 th January, 2026 at 05:00 p.m.
Cut-off date for eligibility to vote	Friday, 5 th December, 2025

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. on Tuesday, 13th January, 2026 and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or any other person authorized by the Chairman, and the result will be announced within two (2) working days from the conclusion of the e-voting period i.e. on or before Thursday, 15th January, 2026. The results of the Postal Ballot will also be displayed at the Registered Office of the Company and posted on the Company's website www.indiagelatine.com besides communicating to the Stock Exchange viz. BSE Limited and Depositories.

In accordance with SS-2, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Tuesday, 13th January, 2026. Further, the resolutions passed by the members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

SPECIAL BUSINESS:

APPOINTMENT OF MR. P. VELMURUGAN (DIN: 10163584) AS WHOLE TIME DIRECTOR OF THE COMPANY DESIGNATED AS EXECUTIVE DIRECTOR.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or reenactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. P. Velmurugan (DIN: 10163584), who was appointed as an Additional Director of the Company with effect from December 1, 2025 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;



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RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. P. Velmurugan (DIN: 10163584), as a Whole-time Director designated as "Executive Director" of the Company, for a period of 5 (Five) years to hold office from December 01, 2025 to November 30, 2030, not liable to retire by rotation, on the terms, conditions and remuneration as set out under the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in the event of absence or inadequacy of profits, the Whole-time Director, designated as Executive Director, shall be entitled to receive the remuneration, perquisites, and benefits specified in the Explanatory Statement annexed to this Notice as minimum remuneration, in accordance with the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) even if it exceeds the individual and overall limits prescribed under Section 197(1) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Committee of Directors to give effect to the aforesaid resolution."

By Order of the Board

For, India Gelatine & Chemicals Limited,

Sd/-

Sejal Anup Shah

Company Secretary & Compliance Officer

Membership No: A55588

India Gelatine & Chemicals Limited

CIN: L99999GJ1973PLC002260

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

Place: Mumbai

Date: 29.11.2025



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NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith.
2. In accordance with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / Depository Participant(s), as on 05th December, 2025 ("the Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.

There will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

4. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 05th December, 2025, being the Cut-off Date fixed for the purpose.
5. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Tuesday, 13th January, 2026. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
6. The Company has appointed Mr. Chirag Shah (Membership No. FCS 5545), failing him Mr. Raimeen Maradiya (Membership No. FCS 11283), Practicing Company Secretary, partners of Chirag Shah & Associates, Practicing Company Secretaries as the Scrutinizer to conduct e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or any other person authorized by the Chairman, and the result will be announced within two (2) working days from the conclusion of the e-voting period on or before Thursday, 15th January, 2025. The results of the Postal Ballot will also be displayed at the Registered Office of the Company and posted on the Company's website www.indiagelatine.com besides communicating to the Stock Exchange viz. BSE Limited and Depositories.



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7. The Postal Ballot Notice is being uploaded on the Company's website viz., www.indiagelatine.com and on the website of the Stock Exchange viz. www.bseindia.com
8. The Company has engaged the services of Central Depository Services India Ltd (CDSL) for the purpose of providing e-voting facility to all its Members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice.
9. Members who have not registered their email addresses so far are requested to get their email addresses registered. Members may follow the process detailed below for registration of email Id:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, MUFG Intime India Private Limited either by email to rnt.helpdesk@in.mpms.mufg.com or by post to C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR – 1
	Update of signature of securities holder	Form ISR – 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available at https://in.mpms.mufg.com/	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

Note: To raise an email query following is the link:

https://web.in.mpms.mufg.com/Helpdesk/Service_Request.html

10. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com. The forms for updating the same are available on the website of the Company at www.indiagelatine.com and on the website of the RTA of the Company at www.in.mpms.mufg.com



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11. The e-voting period commences on Monday, 15th December, 2025 at 10:00 a.m. and ends on Tuesday, 13th January, 2026 at 05:00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the record date, i.e., Friday, 5th December, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on Tuesday, 13th January, 2026 at 05:00 p.m.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

The way to vote electronically on CDSL Voting system consists of “Two Steps” which are mentioned below.

Step 1: Access to NSDL/CDSL e-Voting system in case of individual shareholders holding shares in demat mode.

Type of shareholders	Login Method
Individual Shareholders Holding securities in Demat mode with CDSL Depository	<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/myeasitoken/home/login or visit https://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 additionally, there are also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/MUFG, 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 CDSL website https://www.cdslindia.com/ and click on login & My Easi New (Token) Tab and then click on registration option. 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.



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Individual Shareholders holding securities in demat mode with NSDL Depository	<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.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.jsp3. 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.4. 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.5. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you 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 you 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 meeting.
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	<p>6. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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 21 09911
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 022 - 4886 7000 and 022 - 2499 7000.

Step 2: Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” module.
- (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.



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- (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"> Shareholders 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) Shareholders 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 Shareholders 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.



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- (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) **Additional 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. cs@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.

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 21 09911.



INDIA GELATINE & CHEMICALS LIMITED

CIN: L99999GJ1973PLC002260

Registered Office: 703/704, 'Shilp', 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad – 380 009.
E-mail ID: investor@indiagelatine.com | **Website:** www.indiagelatine.com | **Tel:** +91-079-26469514

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013:

ITEM NO. 1

APPOINTMENT OF MR. P. VELMURUGAN (DIN: 10163584) AS WHOLE TIME DIRECTOR OF THE COMPANY DESIGNATED AS EXECUTIVE DIRECTOR.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on November 29, 2025, approved the appointment of Mr. P. Velmurugan (DIN: 10163584) as a Whole-time Director, designated as Executive Director of the Company, for a term of five (5) years, commencing from December 01, 2025 and ending on November 30, 2030. His appointment is not liable to retirement by rotation and is subject to the approval of the shareholders.

Mr. P. Velmurugan (DIN: 10163584), aged 48, holds a B. Tech degree in Chemical Engineering, a PGDM in Operations Management, and has completed an MDP from IIM Ahmedabad. He brings over 27 years of rich experience in the pharmaceutical and specialty chemicals industries, having held leadership positions in companies such as Aurobindo Pharma Ltd, Cohance Life Sciences Ltd, Solara Active Pharma Services Pvt Ltd, Jubilant Life Sciences Ltd, and Lupin Ltd. He has extensive expertise in manufacturing operations, technology transfer, project management, business strategy, operational excellence, and risk management. Throughout his career, he has successfully driven business growth, ensured regulatory compliance, led new product launches and capital projects, implemented operational excellence programs, and built high-performing teams. He does not hold directorships in any other company, has no shareholding in the Company, and is not related to any other director of the Company.

The terms, conditions, and remuneration applicable to him are set out below.

REMUNERATION:

Compensation Package (CTC) be structured as Rs.1,22,00,000/- per annum (Rs.1,02,00,000/- per annum fixed and Rs.20,00,000/- per annum variable – linked to company and individual performances matrix as may be recommended by the Nomination and Remuneration Committee and approved by Board of Directors of the company.

Yearly increment: As may be recommended by the Nomination and Remuneration Committee and approved by the board of directors of the company based on his performance.

CATEGORY 'A'

i) Provision of a Car and phone:

The Company shall provide a Car and driver for official use and reimbursement of driver salary, subject to company policies and guidelines. The Company shall also provide phone for official use.



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CATEGORY 'B'

i) **Leave Travel Allowance:**

Rs. 2,00,000/- per annum

ii) **Contribution to Provident Fund:**

Contribution to the Provident Fund, Employer contribution at applicable rates shall form part of CTC.

iii) **Gratuity:**

As per the rules not exceeding half a month's salary for each completed year of service.

iv) **Leave Encashment:**

The Whole Time Director shall be entitled to fully paid leave as per the Company's Rules. Encashment of Leave during or at the end of the tenure is permitted.

v) **Minimum Remuneration:**

In the event of absence or inadequacy of profits, the Whole-time Director, designated as Executive Director, shall be entitled to receive the remuneration, perquisites, and benefits specified above as minimum remuneration, in accordance with the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) even if it exceeds the individual and overall limits prescribed under Section 197(1) of the Companies Act, 2013.

The Company has received a notice under Section 160 of the Act, from a member proposing the candidature of Mr. P. Velmurugan (DIN: 10163584) as a Director of the Company. He is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. He has given all the necessary declarations and confirmations including his consent to be appointed on the Board of the Company. He also satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment.

In the opinion of the Board of Directors, Mr. P. Velmurugan (DIN: 10163584) satisfies the conditions prescribed under the Act and the Rules framed thereunder and possesses the requisite skills, experience, knowledge, and capabilities necessary for his role as a Director of the Company. His extensive experience in the pharmaceutical and specialty chemicals industries, coupled with expertise in manufacturing operations, business strategy, operational excellence, and risk management, along with his proven leadership in driving business growth and ensuring compliance, will be of substantial value to the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out above of the Notice except to the extent of their shareholding as Members, if any, in the Company.

The Board of Directors recommends this resolution set out in Item No.1 for your consideration and approval as a special resolution.



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Disclosure as required under Schedule V to the Act is given hereunder:

I. General information:

(1) Nature of industry – The Company is into manufacture of Gelatine.

(2) Date or expected date of commencement of commercial production – The Company commenced operations in the year 1973.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable

(4) Financial performance based on given indicators –

Particulars	For the year ended		
	March 2025	March 2024	March 2023
Revenue from operations	Rs. 19852.87	20583.97	20519.68
Profit before tax	Rs. 2264.84	3726.45	3206.69
Profit after tax	Rs. 1738.93	2,838.85	2389.96
Share capital	Rs. 709.23	709.23	709.23
Net worth	Rs. 17150.10	Rs. 15406.93	Rs. 13640.49

(5) Foreign investments or collaborations, if any – Not Applicable

II. Information about the appointee:

(1) Background details – Please refer Annexure A

(2) Past remuneration (For last three years) – NIL – New appointment

(3) Recognition or awards – Please refer Annexure A

(4) Job profile and his suitability – Mr. P. Velmurugan has considerable knowledge and experience in the Chemical Industry which is compatible with the Organizational requirements and the Company would definitely benefit from his leadership and valuable guidance.

(5) Remuneration proposed – The proposed remuneration of Mr. P. Velmurugan as mentioned in the explanatory statement is within the limits specified in Schedule V of the Companies Act, 2013.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person – The proposed remuneration of Mr. P. Velmurugan is commensurate with the position he occupies, size of your Company and as per the industry standards.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director if any. – NIL



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III. Other information:

(1) Reasons of loss or inadequate profits - There is no inadequacy of profit for the financial year 2024-25.

(2) Steps taken or proposed to be taken for improvement - Increased sales margins, cost control & reduction, focus on working capital and interest management.

(3) Expected increase in productivity and profits in measurable terms - Productivity and profits are expected to increase in the coming years.

By Order of the Board

For, India Gelatine & Chemicals Limited,

Sd/-

Sejal Anup Shah

Company Secretary & Compliance Officer

Membership No: A55588

Place: Mumbai

Date: 29.11.2025



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“ANNEXURE A”

Details of Directors seeking Appointment

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings

Name	Mr. P. Velmurugan (DIN:10163584)
Qualification	B.Tech (Chemical Engineering) PGDM in Operations Management MDP – IIM Ahmedabad
Brief profile	<p>Mr. P. Velmurugan (age 48), brings over 27 years of rich experience in the pharmaceutical and specialty chemicals industries, with deep expertise in manufacturing operations, technology transfer, project management, business development, strategic planning, and operational excellence.</p> <p>He has held leadership positions in major pharmaceutical Companies including Aurobindo Pharma Ltd, Cohance Life Sciences Ltd, Solara Active Pharma Services Pvt Ltd, Jubilant Life Sciences Ltd & Lupin Ltd. Throughout his career, he has successfully turned around businesses, optimized capacities, improved financial performance, and achieved EBITDA growth, while ensuring regulatory compliance including USFDA, EDQM, PMDA inspections. He has driven new product launches, capital projects, and sustainability initiatives, implemented continuous improvement and operational excellence programs, and built high-performing teams.</p>
Expertise in specific functional areas	Mr. Velmurugan is recognized for his ability to align manufacturing operations with business strategy, deliver financial and operational targets, and foster a culture of compliance, innovation, and team development.
Relationship with Director	NIL
Directorship in other Companies	NIL
Shareholding in the Company	NIL