



# 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

30<sup>th</sup> August, 2024

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 2023-2024 pursuant to Regulation 34 of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015  
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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 2023-2024, including the Notice of the 52<sup>nd</sup> Annual General Meeting scheduled to be held on Friday, 27<sup>th</sup> September, 2024 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](http://www.indiagelatine.com) and is being sent through electronic mode to those Members whose email addresses are registered with the Depository Participant(s) (DP), Company/Registrar and Transfer Agents ("RTA").

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**  
**A37181**

**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

**52<sup>nd</sup>**  
**ANNUAL REPORT**  
**2023-24**



**INDIA GELATINE & CHEMICALS LIMITED**



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## INDIA GELATINE & CHEMICALS LIMITED

### BOARD OF DIRECTORS

#### Chairman & Managing Director

MR. VIREN C. MIRANI

#### Executive Director

MRS. SHEFALI V. MIRANI

#### Other Directors :

MR. SHRIDHAR N. PITTIE TILL 31<sup>st</sup> March, 2024

MR. JAYPRAKASH M. TIWARI TILL 31<sup>st</sup> March, 2024

MR. MALAY M. KHIMJI

MRS. BHARATI A. MONGIA

MR. VAIBHAV S. PITTIE W.E.F. 1<sup>st</sup> April, 2024

MR. ASHWINI AGARWAL W.E.F. 1<sup>st</sup> April, 2024

#### Chief Financial Officer:

Ms. Vishakha H. Purohit

#### Company Secretary & Compliance Officer :

Mrs. Tanaya T. Daryanani

#### Statutory Auditors :

MAHENDRA N. SHAH & CO (CA)

201, Pinnacle Business Park, Corporate Road,

Near AUDA Garden, Prahaladnagar

Ahmedabad -380015 Gujarat, INDIA

TEL : +91-79-2970 51 51/52, 400 85 086, 89800 24640

Email : mnshahco@gmail.com & chirag@mnshahca.com

#### Internal Auditors :

M. D. Kamdar & Co.,

Chartered Accountants

401, Rajhans CHS Ltd., Rokadia Lane,

Borivali (W), Mumbai - 400092

E-mail: mdkamdar@gmail.com

#### Secretarial Auditors :

Samdani Shah & Kabra

Company Secretaries

808, Shiromani Complex,

S.M. Road, Nehru Nagar,

Ahmedabad - 380015

Email: ahd@samdanishah.com / 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.	Particulars	2021-2022	2022-2023	2023-2024
1	Shareholders' Funds	11,471	13,640	<b>15,407</b>
2	Loan Funds	Nil	783.04	<b>563.08</b>
3	Debt Equity Ratio	1 : 0.000	1:0.074	<b>1:0.051</b>
4	Sales & Other Income	16,364	20,835	<b>21,407</b>
5	Profits (Subject to Depreciation, Finance Cost, Tax and OCI)	1,114	3,657	<b>4,326</b>
6	Net Profit Subject to Tax and OCI	734	3,207	<b>3,726</b>
7	Profit after Tax and OCI	638	2,347	<b>2,830</b>
8	Book Value of Share (₹)	161.74	192.33	<b>217.23</b>
9	Dividend %	25	50	<b>110</b>



## **NOTICE**

NOTICE is hereby given that the 52<sup>nd</sup> Annual General Meeting of the Members of INDIA GELATINE & CHEMICALS LIMITED, will be held on Friday, 27<sup>th</sup> September, 2024 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 31<sup>st</sup> March, 2024, the report of the Board of Directors and Auditors thereon.
2. To confirm Interim dividend of ₹ 10/- per Equity share of ₹ 10/- each and declare Final dividend of ₹ 1/- per Equity share of ₹ 10/- each for the financial year ended 31<sup>st</sup> March, 2024.
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.

### **SPECIAL BUSINESS:**

4. **Consider and approve the re-appointment of Mr. Malay M. Khimji (DIN: 00402675), as the Non Executive Independent Director of the Company.**

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

### **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 149, 150 & 152 of Companies Act, 2013 read with Schedule IV and other applicable provisions, sections & rules of Companies Act including any statutory modification(s) or re-enactment thereof, the Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Malay M. Khimji (DIN: 00402675), Non-Executive Independent Director of the Company, who was appointed as Non-Executive Independent Director and who holds the office upto 12<sup>th</sup> March, 2025 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold the office for second term of five years from 12<sup>th</sup> March, 2025 to 11<sup>th</sup> March, 2030, on the Board of Directors of the Company. "

**By Order of the Board of Directors**

Place : Mumbai  
Date : 8<sup>th</sup> August, 2024

Tanaya T. Daryanani  
Company Secretary  
Memb. No. A37181

**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

### **NOTES :**

1. 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 5th May, 2020, and Circular no. 02/2021 dated January 13, 2021, 19/2021 dated 8th December, 2021, 20/2021 dated 8th December, 2021, 02/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25th September, 2023 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" (collectively referred to as "MCA Circulars"), and the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video



Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”) and MCA Circulars, the AGM of the Company will be held through VC / OAVM.

2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
4. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item 4 set out above and relevant details in respect of the Directors seeking appointment/re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (‘Secretarial Standard’) are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
5. With reference to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 08, 2023 issued by the Securities and Exchange Board of India (SEBI) titled Online processing of investor service requests and complaints by RTAs. Our RTA has launched of ‘SWAYAM’, brand-new Investor Self-Service Portal, designed exclusively for the Investors serviced by Link Intime India Private Ltd

Following are the key features of ‘SWAYAM’ :

‘SWAYAM’ is a secure, user-friendly web-based application, developed by “Link Intime India Pvt Ltd.”, our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.linkintime.co.in>

- Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
  - Features - A user-friendly GUI.
  - Track Corporate Actions like Dividend/Interest/Bonus/split.
  - PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
  - Effortlessly Raise request for Unpaid Amounts.
  - Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
  - Statements - View entire holdings and status of corporate benefits.
  - Two-factor authentication (2FA) at Login - Enhances security for investors.
6. 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 Scrutinizer of the Company by e-mail to [ahd@samdanishah.com](mailto:ahd@samdanishah.com).
  7. **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.



To support the 'Green Initiative', the Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

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) The Members of the Company holding equity shares of the Company in physical form and who have not registered their email ID may get their email IDs registered with Company's RTA by submitting Investor Service Request Form (Form ISR1) duly filled and signed as per the specimen signature registered with the Company along with self-attested ID Proof and address proof and supporting mentioned thereon.

- The Investor Service Request form can be downloaded from website of the RTA i.e. <https://www.linkintime.co.in>.
- Log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the Form ISR-1 along with the required supporting 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.

8. In accordance with the MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), 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 2023-2024 will also be available on the Company's website [www.indiagelatine.com](http://www.indiagelatine.com), website of stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and [www.evotingindia.com](http://www.evotingindia.com) (agency providing e-Voting facility). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

9. 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.

10. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 20<sup>th</sup> September, 2024 to Friday, 27<sup>th</sup> September, 2024 (both days inclusive) for the purpose of payment of Dividend and Annual General Meeting.

11. Your Directors have recommended Final Dividend of @ 10% i.e. ₹ 1.00 per share for the financial year ended 31<sup>st</sup> March, 2024. Together with the Interim Dividend of @ 100% i.e. ₹ 10.00 per share paid on 28<sup>th</sup> March, 2024, the total Dividend for the financial year ended 31<sup>st</sup> March, 2024 amounts to ₹ 110.00 per share. The said Final Dividend on equity shares is subject to the approval of the Members at the ensuing Annual General Meeting ("AGM") scheduled to be held on Friday, 27<sup>th</sup> September, 2024 at 12:30 P.M. will be paid to the members whose name appear in the register of members/beneficial owners as on Thursday, 19<sup>th</sup> September, 2024 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for the purpose.

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

Pursuant to the Income-tax Act, 1961, as amended by 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**

<b>Category of Shareholder</b>	<b>Tax Deduction Rate</b>	<b>Exemption Applicability/ Documents required</b>
Any resident shareholder	10%	Update the PAN if not already done with depositories (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"> <li>No deduction of taxes in the following cases <ul style="list-style-type: none"> <li>If dividend income to a resident Individual shareholder during financial year does not exceed ₹ 5,000/-,</li> <li>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.</li> </ul> </li> </ul>
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.
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:**

- a. 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.
- b. 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"> <li>• Copy of the PAN Card, if any, allotted by the Indian authorities.</li> <li>• 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</li> <li>• Self-declaration in Form 10F in the attached form.</li> <li>• 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.</li> </ul> <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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@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 19th September 2024 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 19<sup>th</sup> September 2024.

**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://www.incometax.gov.in/iec/foportal/>

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 19<sup>th</sup> September, 2024.

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>

13. SEBI, vide its circular dated 16<sup>th</sup> March 2023 read with circular dated 17<sup>th</sup> November, 2023 mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN (Aadhar seeded) or choice of nomination or contact details or mobile number or bank account details or specimen signature updated, shall be eligible for payment of dividend in respect of such folios, only through electronic mode with effect from 1 April 2024, upon furnishing all the aforesaid details in entirety. Further, the Company will not dispatch the physical instrument such as banker's cheque/Warrant or demand draft for the payment of dividend to the members holding shares in physical form as on record date.
14. As per the SEBI Listing Regulations and pursuant to SEBI circular dated 20<sup>th</sup> April 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared will be paid through electronic mode, where the bank account details of the members are available. Where dividend is paid through electronic mode, intimation regarding such remittance will be sent separately to the members. In case of members holding shares in demat mode and where the dividend could not be processed through electronic mode, payment will be made through physical instrument such as banker's cheque or demand draft incorporating bank account details of such members.
15. Freezing of folio pursuant to SEBI Circular dated 17<sup>th</sup> November, 2023: SEBI vide its circular dated 17<sup>th</sup> November, 2023 has done away with the requirements of freezing of folio and referral of the frozen folio to administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
16. 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 by submitting Form SH-13 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.
17. The Members may further note that Pursuant to SEBI (amendment) Regulations, 2022 via Notification dated 24<sup>th</sup> January, 2022, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTABM/P/CIR/2022/8 dated 25<sup>th</sup> January 2022, the listed companies are required to issue the securities in dematerialised form only while processing the requests for Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission, Transposition. Also, in view of the Regulation 40 of the SEBI Listing Regulations, as amended with effect from 24<sup>th</sup> January, 2022, securities of listed companies can now be transferred only in the demat mode. Members holding shares in physical form are therefore requested to convert their holdings into the demat mode to avoid loss of shares or fraudulent transactions and avail better investor servicing.
18. 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 constituted by the Central Government. The Company had, accordingly, transferred ₹ 1.883 Lakhs being the unpaid and unclaimed dividend amount pertaining to dividend declared on 27<sup>th</sup> September, 2016 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
37 <sup>th</sup>	16/09/2017	2016-2017	21/10/2024
38 <sup>th</sup>	21/09/2018	2017-2018	26/10/2025
39 <sup>th</sup>	17/09/2019	2018-2019	22/10/2026
40 <sup>th</sup>	22/09/2020	2019-2020	27/10/2027
41 <sup>st</sup>	24/09/2021	2020-2021	29/10/2028
42 <sup>nd</sup>	22/09/2022	2021-2022	27/10/2029
43 <sup>rd</sup>	27/09/2023	2022-2023	01/11/2030
Interim Dividend for year 2023-24	06/03/2024	2023-2024	10/04/2031

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 which are liable to be transferred, on the website of the Company ([www.indiagelatine.com](http://www.indiagelatine.com)), as also on the website of the Ministry of Corporate Affairs. Further, Members can claim for the unpaid/unclaimed dividend by writing to the Company or RTA before the same becomes due for transfer to IEPF.

The Members whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by applying to the IEPF Authority through submission of an online Form IEPF-5 on the website of IEPF Authority [www.iepf.gov.in](http://www.iepf.gov.in). The details of such unclaimed dividend/shares transferred to IEPF has been uploaded on the website of the Company at [www.indiagelatine.com](http://www.indiagelatine.com) & [www.iepf.gov.in](http://www.iepf.gov.in)

19. Pursuant to provisions of Section 124(6) and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended by time to time, Company has transferred 8,131 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 2015-16. Details of the shareholders are also uploaded as per the requirements, on the Company's website [www.indiagelatine.com](http://www.indiagelatine.com)
20. All the work related to share registry in terms of both physical and electronic, are being conducted by Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Tel No.: +91 22 49186000 Fax: + 91 22 49186060, E-mail id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), Website: [www.linkintime.co.in](http://www.linkintime.co.in). The Members are requested to send their communication to the aforesaid address.
21. The Company has designated an exclusive Email Id: [investor@indiagelatine.com](mailto: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.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act shall be made available for inspection by the Members during the AGM.
23. Members are informed that the company's Equity Shares are compulsorily traded in Demat form for all investors, effective from 1<sup>st</sup> April, 2002. Members may open Depository Account in their names with a Depository Participant to dematerialize their holdings.
24. In line with the Ministry of Corporate Affairs ('MCA') Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Members may also note that the Notice of AGM and the Annual Report for the year 2023-2024 are also available on the Company's Website: [www.indiagelatine.com](http://www.indiagelatine.com) for download. The Notice of AGM and the Annual Report can also be accessed from the website of the Stock Exchange i.e. BSE Limited.
25. 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 52<sup>nd</sup> Annual General Meeting (AGM) to be held on Friday, 27<sup>th</sup> September, 2024 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](http://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 Thursday, 19<sup>th</sup> September, 2024 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, 23<sup>rd</sup> August, 2024 i.e. the date considered for dispatch of the notice and holding shares as on the cut-off date i.e. Thursday, 19<sup>th</sup> September, 2024, may obtain the login details by sending a request at [rnt.helpdesk@linkintime.co.in](mailto: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
Tuesday, 24 <sup>th</sup> September, 2024 at 10.00 a.m.	Thursday, 26 <sup>th</sup> September, 2024 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 Thursday, 19<sup>th</sup> September, 2024.**

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:**

26. Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:
- 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.
  - 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.
27. The Members will be provided with InstaMeet facility wherein Member shall register their details and attend the Annual General Meeting as under:
- Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
    - 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
    - PAN: Enter your 10 digit Permanent Account Number (PAN)
    - Mobile No.
    - Email ID
  - 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](mailto:instameet@linkintime.co.in) or Call us: - Tel : (022-49186175)

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

28. 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](mailto:varsha@indiagelatine.com)
29. 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.
30. 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:**

31. 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.
32. 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.
33. 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.
34. In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: Tel:(022- 49186175)
35. **The instructions for remote e-voting are as under:**

The voting period begins on Tuesday, 24<sup>th</sup> September, 2024 at 10.00 a.m. and ends on Thursday, 26<sup>th</sup> September, 2024 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 Thursday, 19<sup>th</sup> September, 2024 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"> <li>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 <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> 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 &amp; voting during the AGM.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com">https:// www.evoting.nSDL.com</a> 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.</li> </ol>
	<ol style="list-style-type: none"> <li>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 or joining virtual meeting &amp; voting during the AGM.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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 or joining virtual meeting &amp; voting during the meeting.</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**



<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000 or 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](http://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](http://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:

	<b>For Members holding shares in Demat Form other than individual and Physical Form</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

- 36. 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.
- 37. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company’s website [www.indiagelatine.com](http://www.indiagelatine.com) and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company. 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 <sup>st</sup> August, 1965
Date of Appointment	21 <sup>st</sup> July, 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 from Bombay University with more than 35 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 of the Gelatine Plant in 1997 of India Gelatine &amp; Chemicals Limited (IGCL).</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 1<sup>st</sup> March, 2008 till 30<sup>th</sup> June, 2012), once again since June 2018 until October 2022 he held the office of President of the GMAP for a second term.</p> <p>Further, he is also currently the Vice-Chairman of Ossein &amp; Gelatine Manufacturer’s Association of India.</p> <p>IGCL has won several awards under Mr. Viren C. Mirani’s leadership 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 past several years.</p> <p>Mr. Viren C. Mirani is also a Director in Kris Aero Services Pvt. Ltd from 1<sup>st</sup> April, 2015, which has a presence in the Indian aircraft maintenance Industry.</p>
Number of Meetings of the Board attended during the year	5/5
Terms and Conditions of re-appointment	Proposed to be re-appointed as a Director, liable to retire by rotation and being eligible, offers himself for re-appointment
Relationship between Directors inter-se	No other Directors than Mrs. Shefali V. Mirani, being wife of Mr. Viren C. Mirani, is related



Remuneration last drawn (including sitting fees, if any) Remuneration proposed to be Paid	As mentioned in the Corporate Governance Report forming part of the Annual Report for Financial year 2023- 2024. As per existing terms and conditions
Directorship in other Public Ltd. Companies (excluding India Gelatine & Chemicals Ltd.)	-
Membership of Committees in other Public Ltd. Companies	-
Details of listed companies from which the appointee has resigned during the last three financial years	Nil
Shareholding of Directors seeking re- appointment	12,66,444 Equity shares

Name	<b>Mr. Malay Mahendra Khimji</b>
DIN	00402675
Date of Birth	12 <sup>th</sup> August, 1965
Date of Appointment	13 <sup>th</sup> March, 2020
Qualification	B.Com
Brief resume of the Director including nature of expertise in specific functional areas:	He is a Commerce graduate from Mumbai having studied in the United States of America. He has over 35 years of working experience in privately owned companies specializing in engineering and FMCG. He is Managing Director at Akay Industries Pvt. LTD and the Managing Partner at Akay Consumer Care LLP.
Expertise in Specific Functional Area	Business Administration
Number of Meetings of the Board attended during the year	2/5
Terms and Conditions of re-appointment	Proposed to be re-appointed as a Non-Executive Independent Director, not liable to retire by rotation
Relationship between Directors inter-se	N.A.
Remuneration last drawn (including sitting fees, if any) Remuneration proposed to be Paid	As mentioned in the Corporate Governance Report forming part of the Annual Report for Financial year 2023- 2024.
Directorship in other Public Ltd. Companies (excluding India Gelatine & Chemicals Ltd.)	None
Membership of Committees in other Public Ltd. Companies	None
Details of listed companies from which the appointee has resigned during the last three financial years	Nil
Shareholding of Directors seeking re- appointment	50 Equity shares



## ANNEXURE TO THE NOTICE

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

#### Item No. 4:

Item No. 4 of the Notice requires the approval of the shareholder for re-appointment of Mr. Malay M. Khimji as an Independent Director of the Company.

The Board of Directors based on recommendation of Nomination and Remuneration Committee, re-appointed Mr. Malay M. Khimji (DIN: 00402675) as Non Executive Independent Director of the Company with effect from 12<sup>th</sup> March, 2025 under Section 149, 150 and 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 and Mr. Malay M. Khimji shall hold office for second term of five (5) consecutive years from 12<sup>th</sup> March, 2025 to 11<sup>th</sup> March, 2030, not liable to retire by rotation

The Company has received a consent from Mr. Malay M. Khimji in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

He is a Commerce graduate from Mumbai having studied in the United States of America. He has over 35 years of working experience in privately owned companies specializing in engineering and FMCG.

He is Managing Director at Akay Industries Pvt. LTD and the Managing Partner at Akay Consumer Care LLP.

Therefore, considering his huge experience in the Board and Committee meetings, your Directors recommend Resolution at Item No. 4 as an Special Resolution for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in the said resolution.

**By Order of the Board of Directors**

Place: Mumbai  
Date: 8<sup>th</sup> August, 2024

Tanaya T. Daryanani  
(Company Secretary)  
Memb. No. A37181

**DIRECTORS' REPORT**

The Directors of your Company have pleasure to present 52<sup>nd</sup> Annual Report along with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2024.

**FINANCIAL SUMMARY:**

The highlights of financial performance of the Company for the year ended 31<sup>st</sup> March, 2024, are summarized hereunder:

<b>Particulars</b>	₹ in Lakhs	
	<b>2023-2024</b>	2022-2023
Total Revenue	<b>21,407.55</b>	20,835.03
Profit for the year after deducting all expenses but before interest, depreciation and taxation (EBIDTA)	<b>4,326.15</b>	3,656.64
<b>LESS:</b>		
Interest & Financial Charges	<b>73.74</b>	64.90
Depreciation	<b>525.95</b>	385.04
<b>Provision for Taxation</b>		
Current Tax	<b>708.86</b>	749.96
Deferred Tax	<b>184.11</b>	62.85
Short / (Excess) provision of taxation of earlier year	<b>(5.37)</b>	3.94
	<b>2,838.86</b>	2,389.94
<b>Add:</b> Other comprehensive income	<b>(8.58)</b>	(42.74)
<b>NET PROFIT FOR THE YEAR TO WHICH IS ADDED:</b>	<b>2,830.28</b>	2,347.22
Surplus Brought Forward	<b>3,774.95</b>	1,705.05
<b>BALANCE AVAILABLE FOR APPROPRIATION</b>	<b>6,605.23</b>	4,052.25
<b>APPROPRIATION FOR</b>		
Dividend paid	<b>1,063.85</b>	177.31
Corporate Dividend Tax	-	-
General Reserve	<b>100.00</b>	100.00
Surplus Carried to next year's account	<b>5,441.38</b>	3,774.94
<b>TOTAL FOR APPROPRIATION</b>	<b>6,605.23</b>	4,052.25

**Global and Domestic Economic Overview**

The company wishes all shareholders well on another excellent year. A new milestone has been crossed with the company achieving its highest ever turnover to the tune of ₹ 20,583.97 lakhs. This has been possible on account of an increase in gelatine exports as well as the company receiving ossein export orders. This year marks its 52<sup>nd</sup> year of existence and we hope that with the graph looking upwards, the years to come also witness similar growth possibilities. The company would like to place on record its appreciation to all its staff and employees as well to its vendors and customers for their continued support in both the domestic and the export market. The gelatine sales increased by 15% whereas Ossein sales declined by 37%.

India's remarkable growth rate of 8.4% in the third quarter of the fiscal year 2024 surpassed all expectations, as India's GDP growth already touched 8.2% year over year (YoY) as of April 2024.

The global economy is anticipated to experience a synchronized recovery in 2025 following the resolution of major election uncertainties, coupled with expected rate cuts by Western central banks later in 2024. India is poised to benefit from enhanced capital inflows stimulating private investments and a resurgence in exports. Concerns of inflation still persist, which may ease only in the latter half of the next fiscal year barring any surprises from rising oil or food prices.

India is in the process of transitioning from a minimum wage to a living wage system by 2025, seeking guidance from the International Labour Organization to develop a comprehensive framework for its estimation and implementation. Living wages—a minimum income necessary for a worker to meet their basic needs, factoring in key social expenditures such as housing, food, health care, education, and clothing—will impact the Indian pharmaceutical industry.



## Raw materials

For gelatine manufacturers, the raw materials are crucial for maintaining stable operational conditions and ensuring both quality and financial performance. In recent years, the quality of raw materials in India has declined significantly, posing substantial challenges to the industry's sustainability. The company, along with its peers and government counterparts, is actively working to enhance standards in the domestic raw material supply chain and is promoting the import of higher-quality raw materials to address these issues.

In the global market, particularly in Europe, pig skin availability was limited in the first part of the year 2023-24 due to which prices have remained high. However, a notable shift occurred during the second half of the year, resulting in a significant downturn in pig skin prices. Consequently, prices for pig skin gelatine experienced a sharp decline. This trend was exacerbated by increased supplies of bovine hide as raw material, leading to enhanced availability of bovine hide gelatine worldwide.

Bovine bone gelatine stands apart due to its distinct properties, allowing it to serve niche applications effectively. While pig skin and bovine hide gelatine are widely abundant, the demand for bovine bone gelatine is expected to remain steady. However, due to overall increased availability of gelatine, prices are likely to remain subdued.

The supply of hydrochloric acid remained consistent throughout the year. However, the Central Pollution Control Board has advised that all industrial materials used in the production of consumable goods must receive approval from the FDA and FSSAI. Discussions with regulatory authorities are ongoing and are expected to reach a resolution in the near future. Additionally, the prices of hydrochloric acid have remained stable throughout the year.

The availability of lime was also stable throughout the year, although pricing experienced fluctuations due to variations in the cost of PET coke, which is the primary energy source for hydrated lime production. Overall, lime prices decreased by approximately 9% during the financial year.

Sales of marine collagen under the brand name Everpure Life have remained stable throughout the year, preserving its market share despite pricing pressures from competing collagen brands. The company's premium marine collagen has sustained its pricing position, reflecting its superior quality. The company is committed to high-quality standards is underscored by our rigorous sourcing practices, ensuring that only the finest collagen is imported from our international supply chain.

## Financial Summary:

For the fiscal year 2023-2024, our company has witnessed significant developments in our product lines:

- Gelatine Sales: Our gelatine sales have risen to ₹ 13,056.15 lakhs (net of duties & taxes), marking a robust growth of 15% compared to the previous year
- Ossein Sales: Conversely, sales of Ossein have declined to ₹ 2,102.46 lakhs, reflecting a decrease of 37% from the previous year.

These results underscore our strategic focus on expanding our gelatine segment while addressing challenges in other product lines.

In the financial year 2023-24, export sales of Gelatine increased significantly to ₹ 12,182.75 lakhs from ₹ 9,657.88 lakhs in 2022-23, marking a notable 26% rise. Ossein export sales experienced a decrease of 37%, falling from ₹ 3,340.92 lakhs in 2022-23 to ₹ 2,102.46 lakhs in 2023-24. Additionally, DCP sales also decreased by 9%, from ₹ 4,674.68 in 2022-23 to ₹ 4,266.13 lakhs in 2023-24. Overall, total export sales increased by 9.65% in 2023-24. (₹ 14,285.21 lakhs in 2023-24, up from ₹ 13,027.41 lakhs in 2022-23)

## Operations:

Crushed bone yields declined during the year, resulting in higher production costs that have negatively affected gelatin margins. Despite this, overall product realizations improved compared to the previous year, largely driven by increased export sales. Additionally, favorable US dollar-Indian rupee exchange rates contributed to enhanced revenue realizations.

Production of gelatine was similar to the previous year however, the production of ossein and DCP were lower.

Power costs were reduced during the year, due to the stable and effective operation of the company's solar plant, which was commissioned at the start of the year. Additionally, drying costs for DCP and ossein decreased due to improved efficiency in the use of the hot air generator.



### **Environmental initiatives and sustainability:**

This year, the company decreased its reliance on natural gas, which is costlier, and instead transitioned to utilizing agricultural waste, a more sustainable alternative.

Additionally, the surface aerators in the Effluent Treatment Plant (ETP), which had high energy consumption, were replaced with energy-efficient blowers and fine bubble aeration technology. These initiatives have collectively contributed to a reduction in the plant's carbon footprint.

### **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 have recommended Final Dividend of @ 10% i.e. ₹ 1.00 per share for the financial year ended 31st March, 2024. Together with the Interim Dividend of @ 100% i.e. ₹ 10.00 per share paid on 28<sup>th</sup> March, 2024, the total Dividend for the financial year ended 31st March, 2024 amounts to ₹ 110.00 per share (previous year final dividend @ 35% i.e. ₹ 3.50 per share and on the occasion of Golden Jubilee year, additional special dividend @ 15% i.e. ₹ 1.50 per share, aggregating to a total dividend @ 50% (i.e. ₹ 5.00 per share).

The said Final Dividend is subject to the approval of the Members at the ensuing Annual General Meeting ("AGM") scheduled to be held on Friday, 27<sup>th</sup> September, 2024 at 12:30 P.M. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1<sup>st</sup> April, 2020, and the Company is required to deduct tax at source from the dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961.

### **TRANSFER TO RESERVES:**

Your Directors has approved a transfer of ₹ 100.00 Lakhs to the General Reserve for the year ended 31<sup>st</sup> March, 2024 as against an amount of ₹100.00 Lakhs transferred in the previous year.

### **SHARE CAPITAL:**

As on 31<sup>st</sup> March, 2024, the authorised share capital of the Company was ₹1,250.00 lakhs consisting of 1,25,00,000 equity shares of face value ₹10 each and the Issued, Subscribed and Paid-up equity share capital was ₹ 709.23 lakhs consisting of 70,92,300 equity shares of face value ₹10 each.

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

### **TAXATION:**

The Company has made a provision of ₹ 708.86 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 2023-2024, your Company has not accepted any deposits within the meaning of Sections 73 & 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014. Therefore, the "details of deposits which are not in compliance with the requirements of Chapter V of the Act" are not applicable to the Company.

### **CORPORATE GOVERNANCE:**

Good corporate governance underpins the way we conduct business. Your Directors affirm their continued commitment to the highest level of corporate governance practices. Your Company fully adheres to the standards set out by the SEBI for corporate governance practices.





The Chairman & Managing Director and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8) of the SEBI Listing Regulations.

The Corporate Governance Report including the General Shareholder Information, as prescribed under Schedule V to the SEBI Listing Regulations, duly approved by the Board of Directors, 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 2016-17 lying in the unclaimed dividend account of the Company as on October 21, 2024 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 2023-2024 are as follows:

<b>Financial Year</b>	<b>Amount of Unclaimed Dividend Transferred (₹ in lakhs)</b>	<b>Number of Shares Transferred</b>
2015-16	1.88	8,131

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 in accordance with the prescribed procedure and on submission of such documents as prescribed under the IEPF Rules. The process for claiming the shares/unclaimed dividends out of IEPF can be accessed on the IEPF website at [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company at [www.indiagelatine.com](http://www.indiagelatine.com). 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 which are liable to be transferred, on the website of the Company.

Ms. Tanaya Tulsi Daryanani, the Company Secretary and Compliance Officer of the Company is designated as the Nodal Officer under the provisions of IEPF. The contact details can be accessed on the website of the Company at [www.indiagelatine.com](http://www.indiagelatine.com).

#### **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:**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year.



According to 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, 2024, the Board of Directors, to the best of their knowledge and belief, states that:

- i) In the preparation of the annual accounts, the applicable accounting standards or any addendum thereto, 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) Proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

## **AUDITORS AND AUDITORS' REPORT**

### **Statutory Auditors:**

The Statutory Auditors M/s Mahendra N. Shah & Co., Chartered Accountants, Firm Registration No: 105775W, were appointed by the members of the Company in 50<sup>th</sup> Annual General Meeting, to hold office from the conclusion of 50<sup>th</sup> Annual General meeting for a term of consecutive five years till conclusion of 55<sup>th</sup> Annual General Meeting to be held in the year 2027 in terms of the applicable provisions of Section 139(1) of the Act read with the Companies (Audit and Auditors) Rules, 2014. In terms of the Notification issued by the Ministry of Corporate Affairs dated 7<sup>th</sup> May, 2018, the proviso requiring ratification of the Auditors appointment by the shareholders at each AGM has been omitted. Accordingly, the ratification of appointment of Statutory Auditors would not be required at the ensuing AGM and M/s Mahendra N. Shah & Co., Chartered Accountants, Firm Registration No: 105775W would continue to act as the Statutory Auditors of the Company for five years upto the conclusion of the 55<sup>th</sup> AGM to be held in 2027.

### **AUDITORS' REPORT**

The report of the Statutory Auditors along with notes to financial statements is enclosed to this Annual Report. Notes on financial statements 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 remarks.

### **Disclosure under Section 143(12) of the Act**

During the year under review, the Auditors have not reported to the Audit Committee or the Board any instances of fraud or irregularities against the Company by its officers or employees, under Section 143 (12) of the Companies Act, 2013 and Rules made there under, the details of which would need to be mentioned in the Board's report, which forms part of this Annual Report.

### **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 and Listing Regulations, 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 31<sup>st</sup> March, 2024

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.

Pursuant to regulation 24A(2) of the SEBI Listing Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, M/s Chirag Shah & Associates, Practicing Company Secretaries has submitted Annual Secretarial Compliance Report for the financial year 2023-24 and has also confirmed that the Company has complied with all applicable SEBI Regulations and circulars / guidelines issued thereunder. The said Annual Secretarial



Compliance Report was submitted with the stock exchange within the given timeframe & made available on the website of the Company.

### **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**

The Board has put in place a policy on appointment of Directors and remuneration including criteria for determining qualifications, positive attributes, independence of a Director as required under Section 178(3) of the Act.

The said Nomination and Remuneration Policy, inter alia, is directed to work as guiding principles on qualifications, positive attributes and independence for the appointment of a Director, remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel, performance evaluation of all Directors and achieving the benefits of having a diverse Board. The Guidelines lay down the following:

- Composition and Role of the Board (Role of the Chairman, Directors, size of the Board, Managing Director, Executive Director, Non-Executive Directors, Independent Directors, their term, tenure and Directorship)
- Board appointment
- Directors' Remuneration
- Code of Conduct (Managing Director, Executive Director, Non-Executive Directors, Independent Directors)
- Board effectiveness review

The aforesaid policy of the Company on Directors' appointment and remuneration, under Section 178(3) of Companies Act, 2013 is available on our website i.e. [www.indiagelatine.com](http://www.indiagelatine.com) or on below mentioned weblink:

[http://www.indiagelatine.com/financial/Nomination%20&%20Remuneration%20Policy\\_2023.pdf](http://www.indiagelatine.com/financial/Nomination%20&%20Remuneration%20Policy_2023.pdf)

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

The Company has adopted a process for performance evaluation of the Board and its Committees & performance of each of the Directors. The evaluation criteria include inter alia, structure of the Board, qualifications, experience and competency of Directors, diversity in Board, quality of relationship between the Board and management, meetings of the Board.

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.

Pursuant to the provisions of the Act and Regulation 25(4) of SEBI Listing Regulations, Independent Directors in their separate meeting held on 9<sup>th</sup> February, 2024 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 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").



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 (including the proficiency) 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') and have completed the online proficiency self-assessment test conducted by the Institute notified under the section 150(1) of the Act.

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

#### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Pursuant to the Code of Conduct for Independent Directors specified under the Act and requirements of SEBI Listing Regulations, 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](http://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. <https://www.indiagelatine.com/financialinfo.html>

#### **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 31<sup>st</sup> March, 2024. The dates on which the Board meetings were held are 22<sup>nd</sup> May, 2023, 3<sup>rd</sup> August, 2023, 9<sup>th</sup> November, 2023, 9<sup>th</sup> February, 2024 & 6<sup>th</sup> March, 2024.

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:**

As required under the Act and the SEBI Listing Regulations, the Company has formed all the statutory committees. The Board of Directors have re-constituted the following Committees on account of completion of tenure of Mr. Shridhar N. Pittie (DIN: 00562400) and Mr. Jayprakash M. Tiwari (DIN: 06906943), Non-Executive Independent Directors of the Company and appointment of Mr. Ashwini Agarwal (DIN: 00362480) and Mr. Vaibhav S. Pittie (DIN: 07643342) on 1st April, 2024. As on date of this report, details of composition of the Board Committees are as follows:

##### **A. Audit Committee:**

Pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Regulations, the Company have reconstituted the Audit Committee of the Board of Directors as under:

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Designation in the Committee</b>	<b>Category</b>
1	Mr. Ashwini Agarwal	Chairman	Non-Executive Independent Director
2	Mr. Malay M. Khimji	Member	Non-Executive Independent Director
3	Mr. Vaibhav S. Pittie	Member	Non-Executive Independent Director

##### **B. Nomination & Remuneration Committee:**

Pursuant to Section 178 of the Companies Act, 2013 read with Regulation 19 of the Listing Regulations, the Company have reconstituted the Nomination and Remuneration Committee of the Board of Directors as under:

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Designation in the Committee</b>	<b>Category</b>
1	Mrs. Bharati A. Mongia	Chairman	Non-Executive Independent Director
2	Mr. Ashwini Agarwal	Member	Non-Executive Independent Director
3	Mr. Vaibhav S. Pittie	Member	Non-Executive Independent Director

**C. Stakeholder Relationship Committee:**

Pursuant to Section 178 of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations, the Company have reconstituted the Stakeholders Relationship Committee of the Board of Directors as under:

Sr. No.	Name of the Member	Designation in the Committee	Category
1	Mr. Vaibhav S. Pittie	Chairman	Non-Executive Independent Director
2	Mrs. Bharati A. Mongia	Member	Non-Executive Independent Director
3	Mr. Viren C. Mirani	Member	Chairman & Managing Director

**D. Corporate Social Responsibility Committee:**

Pursuant to Section 135 of the Companies Act, 2013, the Company have reconstituted the Corporate Social Responsibility Committee of the Board of Directors as under:

Sr. No.	Name of the Member	Designation in the Committee	Category
1	Mr. Viren C. Mirani	Chairman	Chairman & Managing Director
2	Mrs. Shefali V. Mirani	Member	Executive Director
3	Mr. Malay M. Khimji	Member	Non-Executive Independent Director

The 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 2023-24 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.

There have been no instances where the Board did not accept the recommendations of its committees, including the Audit Committee.

**DIRECTORS & KEY MANAGERIAL PERSONNEL:****DIRECTORS**

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

Mr. Shridhar N. Pittie (DIN: 00562400) and Mr. Jayprakash M. Tiwari (DIN: 06906943), Non-Executive Independent Directors of the Company, have completed their second term as Non-Executive Independent Directors and have consequently ceased to be Non-Executive Independent Directors of the Company w.e.f. the close of business hours on 31<sup>st</sup> March, 2024. Your Directors placed on record their appreciation for the valuable contribution made by them during their tenure as Directors of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors via Circular resolution passed on 1<sup>st</sup> April, 2024 had appointed Mr. Ashwini Agarwal (DIN: 00362480), 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 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029, not liable to retire by rotation. The process for taking the shareholders' approval for appointment of Mr. Ashwini Agarwal (DIN: 00362480) through Postal Ballot is ongoing, which will complete on 11<sup>th</sup> May, 2024

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors via Circular resolution passed on 1<sup>st</sup> April, 2024 had appointed Mr. Vaibhav S. Pittie (DIN: 07643342), 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 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029, not liable to retire by rotation. The process for taking the shareholders' approval for appointment of Vaibhav S. Pittie (DIN: 07643342) through Postal Ballot is ongoing, which will complete on 11<sup>th</sup> May, 2024.



## **KEY MANAGERIAL PERSONNEL**

As per the provisions of Section 203 of the Companies Act, 2013, the following were the 'Key Managerial Personnel' of the Company:

- a) Mr. Viren C. Mirani - Chairman & Managing Director;
- b) Ms. Vishakha H. Purohit - Chief Financial Officer
- c) Mrs. Tanaya T. Daryanani - Company Secretary.

During the year under review, there is no change in the Key Managerial Personnel of the Company.

## **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.

M/s M. D. Kamdar & Co., Chartered Accountants, serves as Internal Auditors of the Company. 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 2023-24 have been provided in the Notes to the Standalone Financial Statements.

## **MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the close of the Financial Year as on 31<sup>st</sup> March, 2024, to which the Financial Statement relate and the date of this Report.

## **PARTICULARS ON REMUNERATION**

The remuneration paid to Directors, Key Managerial Personnel ("KMP"), and Senior Management Personnel ("SMP") during Financial year ended 31<sup>st</sup> March, 2024 was in accordance with the Nomination and Remuneration Policy of the Company.

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 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024 in the form MGT-7 is available on the Company's website at the web-link given below:

[https://www.indiagelatine.com/financial/MGT-7\\_2023-24\\_upload.pdf](https://www.indiagelatine.com/financial/MGT-7_2023-24_upload.pdf)

## **RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, the details of contracts / arrangements entered with related parties in prescribed Form AOC-2, is enclosed with this Report as "Annexure- F". 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. 39 to the Financial Statements in the Annual Report. 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 Company has formulated and adopted a policy on dealing with related party transactions, in line with Regulation 23 of the Listing Regulations, which 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%20updated.pdf>

As a part of the mandate under the Listing Regulations and the terms of reference, the Audit Committee undertakes quarterly review of related party transactions entered into by the Company with its related parties. Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, the Audit Committee has granted omnibus approval in respect of transactions which are repetitive in nature, which may or may not be foreseen, not exceeding the limits specified thereunder.

### **RISK MANAGEMENT**

Pursuant to Section 134 of the Act, the Company has adopted a risk management policy to identify, analyse, evaluate & categorize various risks, implement measures to minimize/mitigate the impact of these risks where it is deemed necessary and possible and a process to monitor them on a regular basis 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 details of the Whistle Blower Policy are provided in the Corporate Governance Report and policy is also uploaded on the Company's website at the web-link given below:

<http://www.indiagelatine.com/financial/Whistle%20blower%20policy%20as%20per%20LODR.pdf>

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

Corporate Social Responsibility ('CSR') Committee has been constituted pursuant to Section 135 of the Companies Act, 2013. Detailed information about composition of the Committee, details of meetings held, attendance etc. along with 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 as "Annexure-D" and forms an integral part of the Report.

The Corporate Social Responsibility (CSR) Policy is available on the website of the Company i.e. [www.indiagelatine.com](http://www.indiagelatine.com)

### **COST RECORDS AND COST AUDIT:**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by 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.

**PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:**

No proceedings have been initiated during the year or are pending against the Company as at 31<sup>st</sup> March, 2024, under the Insolvency and Bankruptcy Code, 2016 as amended, before the National Company Law Tribunal or other Courts.

**THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF: NOT APPLICABLE**

**CHANGE IN NATURE OF BUSINESS OF COMPANY:**

There is no change in the nature of business of your Company during the year under review.

**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 sub-section (3)(m) of 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:**

Your Directors wish to express their grateful appreciation for the devoted services of the workers, staff and executives for their ardent enthusiasm and interminable efforts thereby contributing 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 co-operation and support and look forward to their continued support in the future.

**For and on behalf of the Board of Directors**

Place: Mumbai  
Date: 30<sup>th</sup> April, 2024

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



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

**1) Global and Domestic Economic Overview**

As of 2024, the global gelatine market continues to show steady growth and adaptation to evolving consumer trends and regulatory landscapes. Some key aspects of the global gelatine market:

1. **Market Size and Growth:** The global gelatine market is substantial and is projected to continue growing. Factors such as increasing demand in the food and beverage industry, expanding pharmaceutical applications, and rising consumer awareness about collagen-based products contribute to this growth. Market research estimates suggest the global gelatine market will exceed 500,000 tonnes annually by 2025.
2. **Applications:** Gelatine finds widespread use in various sectors:
  - **Food and Beverage:** Gelatine is a key ingredient in confectionery, dairy products, desserts, and functional foods due to its gelling and stabilizing properties.
  - **Pharmaceuticals:** It is extensively used for encapsulating drugs and supplements, as well as in wound dressings and medical coatings.
  - **Cosmetics:** Gelatine is employed in cosmetics and personal care products for its film-forming and thickening capabilities.
  - **Photography:** Although declining, gelatine is still used in the production of photographic film and paper.
3. **Regional Dynamics:** The demand for gelatine varies by region, influenced by economic development, dietary preferences, and regulatory frameworks. North America and Europe are significant consumers due to their mature food and pharmaceutical industries, while Asia-Pacific, particularly countries like China and India, is experiencing rapid growth driven by industrialization, urbanization, and dietary changes.
4. **Sustainability and Alternative Sources:** There is a growing emphasis on sustainability in the gelatine industry, prompting research into alternative sources such as plant-based and marine-based collagen. These alternatives are gaining attention due to environmental concerns and changing consumer preferences for ethical and sustainable products.
5. **Regulatory Environment:** The gelatine industry is regulated to ensure product safety and quality. Regulatory frameworks vary globally, with stringent requirements particularly in food and pharmaceutical applications. Compliance with these regulations is crucial for market players to maintain consumer trust and market access.
6. **Technological Advancements:** Innovations in gelatine production processes, including improved extraction methods, are enhancing product quality and expanding application possibilities. These advancements cater to the evolving needs of various industries and drive market growth.

These factors collectively shape the landscape for gelatine producers and users worldwide.

**2) OPPORTUNITIES AND THREATS:**

**Opportunities:**

On a global scale, gelatine production primarily relies on three main raw materials: bovine bone, bovine hide, and pig skin. In Europe and the USA, pig skin gelatine dominates production, with limited quantities of bovine bone and hide gelatine also produced. South America is predominantly focused on bovine hide gelatine production, while India stands out as a unique region specializing solely in bovine bone gelatine production. Both domestic and global customers of bovine bone gelatine consistently look to India as a reliable source to fulfill their requirements. This trend is expected to persist, driven by the ongoing demand for bovine bone gelatine in the production of both soft gel and hard gelatine capsules.

The World Organisation for Animal Health (WOAH) classification of bovine bone gelatine has established minimal health certification standards for its international trade, simplifying export and import processes. This development is expected to influence global import policies, facilitating easier access to markets worldwide. This regulatory environment presents significant opportunities for the company's products.

In 2024, the nutraceutical industry in India continued to experience strong growth, driven by rising health consciousness and increasing disposable incomes. The market for dietary supplements, functional foods, and

herbal products remains robust, with consumers increasingly seeking preventive health solutions and functional benefits from their diets.

- **Health Trends:** Growing awareness of wellness and preventive health fuels demand for nutraceuticals, particularly among the aging population and those with chronic health conditions.
- **Economic Growth:** Rising incomes and improved living standards are expanding consumer spending on health-enhancing products.
- **E-commerce Growth:** The surge in online shopping facilitates broader access to a variety of nutraceutical products, driving market expansion.

The regulatory environment, governed by the Food Safety and Standards Authority of India (FSSAI), continues to evolve, focusing on quality control and safety standards. Compliance remains a key challenge for manufacturers.

The company is focusing its efforts on driving sales and maintaining its current position in the nutraceutical space with its brand, Everpure Life marine collagen. The industry features a mix of domestic giants and international players. Innovation in product formulations and distribution channels is key to maintaining competitive advantage. Overall, the nutraceutical industry in India is well-positioned for continued growth, driven by evolving consumer preferences and advancements in product offerings.

#### Threats:

Innovative gelatine substitutes continue to emerge in the market, presenting potential alternatives that could gain acceptance and replace traditional bovine gelatine among consumers.

The declining quality of domestic raw materials has substantial economic implications for gelatine production and poses obstacles to achieving high-quality standards. Without improvements in raw material quality, this issue could pose a significant threat to the gelatine industry.

Stringent wastewater disposal standards are continuously tightening. Compliance with these stricter regulations could lead to significant cost increases, thereby potentially raising the overall production expenses of gelatine. This could reduce the competitiveness of gelatine as a product in the market.

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

Indian capsule manufacturers have leveraged various strategies such as a rigorous compliance approach and strategic partnerships focusing on specialties to establish a presence in regulated markets, characterized by stringent quality and safety standards for pharmaceuticals and nutraceuticals. Through a synergistic implementation of these strategies, Indian manufacturers have successfully penetrated regulated markets. Their competitive pricing, heightened emphasis on compliance, and adaptability to market dynamics position them favourably for sustained growth. Our gelatine plant operated at full capacity throughout 2023-24 in response to this heightened demand.

The fluctuation in poultry prices have started rebounding from the decline it saw in April to August due to religious festivals. The decline can be attributed to the following factors:

- **Sluggish DCP demand:** Due to a smaller bird population, demand for Di-Calcium Phosphate (DCP), a key supplement in poultry nutrition, remained subdued compared to the previous year.
- **Decline in bird population:** Decreased affordability, particularly among low-income consumers in addition to adverse weather conditions such as high temperatures and irregular rainfall increased bird mortality rates and raised feeding costs, resulting in a smaller poultry population in 2023-24
- **Heightened competition:** Rising imports and the availability of alternatives such as Monocalcium Phosphate (MCP), rock phosphate, and fishmeal further dampened DCP sales.

Overall, Dicalcium Phosphate (DCP) prices have stabilized to more sustainable levels. However, sales declined by 9% in 2024 compared to the previous year.

Gelatine exports surged by 26% over the year, driven predominantly by an expanded customer base in international markets compared to domestic sales. The company continues to prioritize growth opportunities, with overseas markets showing stronger demand and higher realizations for various gelatine products. This strategic focus underscores the company's commitment to bolstering export volumes.

Conversely, Ossein exports experienced a decline of 37% in value compared to the previous year.



**4) OUTLOOK:**

The ongoing Red Sea crisis and the Russia-Ukraine conflict continue to disrupt global supply chains and international trade, resulting in longer transit times and higher shipping and insurance costs. As a result, the company's export business is expected to face challenges.

To address these issues, the company has implemented a strategy to increase its focus on the domestic market. In light of the suboptimal quality of locally available raw materials, the company has begun importing gel bones from new regions and is conducting trials for the usage of bovine hides as raw material, which are more readily available from international suppliers. These initiatives aim to reduce dependence on domestic raw materials and enhance both the yield and quality of gelatine for various applications.

**5) RISKS AND CONCERNS**

The company's reliance on exports faces potential risks from geopolitical tensions, which could disrupt its operations in addition to international trade and impact market stability. Additionally, the emergence of animal-borne diseases anywhere in the world could adversely affect gelatine consumption. Such health concerns may lead to decreased consumer confidence in animal-derived products, including gelatine, thereby negatively impacting demand.

**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	2023-2024	2022-2023	% variance
1.	Debtors Turnover Ratio	<b>15.16 Times</b>	16.05 Times	-5.54%
2.	Inventory Turnover Ratio	<b>4.60 Times</b>	4.94 Times	-6.91%
3.	Interest Coverage Ratio	<b>58.67 Times</b>	56.34 Times	4.14%
4.	Current Ratio#	<b>5.19</b>	3.88	33.89%
5.	Debt Equity Ratio\$	<b>0.05</b>	0.074	-30.68%
6.	Operating Profit margin%	<b>18.10%</b>	15.70%	15.28%
7.	Net Profit Margin%	<b>14.17%</b>	11.77%	20.41%
8.	Return on Net worth%	<b>22.57%</b>	21.65%	4.23%
9.	Return on Investment Ratio^			
	a. Mutual Fund Investments	<b>18.76%</b>	3.40%	451.13%
	b. Fixed Income Investments	<b>7.90%</b>	10.08%	-21.61%
	c. Quoted Equity Instruments Investments	<b>61.41%</b>	68.63%	-10.52%

# This is mainly due to decrease in the Current Liability of the company

% Last year's profitability was adversely impacted due to steep rise in power and fuel cost and higher ETP related expenses.

\$ This is mainly due to the Company has paid the borrowings and no new loan has been taken by the company

^This is mainly due to the Company has booked profits as well as increased its investments, and, hence, Fair valuation Profit has also increased.

Turnover maintained to ₹ 20,583.97.68 Lakhs during the year ended 31st March 2024 as compared to ₹ 20,519.68 Lakhs during the previous year.



EBIDTA (Earnings before Interest, Depreciation, Taxes and Extra-Ordinary Item) for the Current year is ₹ 4,326.15 Lakhs as against ₹ 3,656.64 Lakhs in the previous year.

Your Directors have recommended Final Dividend of @ 10% i.e. ₹ 1.00 per share for the financial year ended 31st March, 2024. Together with the Interim Dividend of @ 100% i.e. ₹ 10.00 per share paid on 28<sup>th</sup> March, 2024, the total Dividend for the financial year ended 31st March, 2024 amounts to ₹ 110.00 per share (previous year final dividend @ 35% i.e. ₹ 3.50 per share and on the occasion of Golden Jubilee year, additional special dividend @ 15% i.e. ₹ 1.50 per share, aggregating to a total dividend @ 50% (i.e. ₹ 5.00 per share).

**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 116 Employees on its roll as on 31<sup>st</sup> March, 2024.

**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 31<sup>ST</sup> MARCH, 2024.

Sr. no.	Director/ KMP	Remuneration ₹ Lakhs		Median Remuneration of Employees ₹ Lakhs		Ratio		Increase %	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
1.	Viren C. Mirani (Chairman & Managing Director)	327.00	303.00	5.85	6.43	53.48	39.95	7.92	8.60
2.	Shefali V. Mirani (Executive Director)	147.00	123.00	5.85	6.43	24.04	16.22	19.51	-
4.	Vishakha H. Purohit (Chief Financial Officer)	25.27	23.36	5.85	6.43	4.13	3.08	8.02	N.A.
5.	Tanaya T. Daryanani (Company Secretary)	18.41	12.45	5.85	6.43	3.01	1.64	47.89	18.24

Note:

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

- Number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2024 were 116 Nos. and as on 31<sup>st</sup> March, 2023 were 114 Nos.
- The Company hereby affirms that the remuneration is as per the Nomination & Remuneration Policy for Directors, Key Managerial Personnel and other employees' adopted by the Company.
- There is no variable component of remuneration to the Directors.
- No employee has received remuneration in excess of highest paid Director of the Company during the Financial Year 2023-24.
- a) Performance of the Company :

- Profit before tax:

₹ in Lakhs

Description	2023-2024	2022-2023
Profit before tax	3,726.45	3,206.70

- Variations in EPS of the Company:

₹ in Lakhs

Description	31st March, 2024	31st March, 2023
EPS	40.03	33.70



**STATEMENT CONTAINING INFORMATION AS PER SECTION 197(12) READ WITH THE RULES 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED, 31<sup>ST</sup> MARCH, 2024.**

Name	Designation	Remuneration ₹ lakhs	Qualification	Age Years	Experience Year	Date of Commencement of employment	% of Equity shares held	Last Employment and Designation
Viren C. Mirani (DIN: 00044901)	Chairman & Managing Director	772.63	B. Com	58	39	21.07.2000	17.86	Sr. Executive in India Gelatine & Chemicals Limited
Shefali V. Mirani (DIN: 03107547)	Executive Director	164.53	B. Com	52	30	07.07.2014	11.58	Non – Executive Director in India Gelatine & Chemicals Limited

**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 an additional new energy efficient air compressor.
- ii) Installation of new energy efficient de-watering system for ETP.
- iii) Additional capacitors have been installed, which has resulted in lower electricity consumption.

b) Additional investments and proposals:

- i) Study use of sustainable alternate fuel for boiler in order to reduce energy cost.
- ii) Studying installation of an additional solar plant for captive power generation for further reduction in power cost.
- iii) Installation of energy saving systems in our heating network.
- iv) Installation of new electrical panels to improve uptime.
- v) Augmenting dewatering equipment that will reduce cost in ETP.
- vi) Studying the feasibility of installing equipment that will help in generation of revenue from waste.
- vii) Study benefit of installing auto power factor capacitor panel for energy saving.

c) Impact of measures in the above:

On implementation of the above, the Company expects to substantially benefit in saving power, reducing waste and moving toward renewable and sustainable energy sources.

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

**FORM – A**

<b>Power &amp; Fuel Consumption</b>			
<b>Electricity</b>		<b>2023-2024</b>	<b>2022-2023</b>
<b>a</b>	<b>Purchased</b>		
	Total Unit (KWH)	<b>1,31,13,276</b>	1,37,17,590
1	Unit from DGVCL (KWH)		
2	Unit credited from Captive Solar Plant (KWH)	<b>37,51,722</b>	N.A.
	Gross Amount (₹ Lakhs)	<b>1,237.83</b>	1,160.84
	Net Amount	<b>953.08</b>	N.A.
	Gross Rate/Unit (₹)	<b>9.44</b>	8.46
	Net Rate/Unit (₹)	<b>7.27</b>	N.A.
<b>b</b>	<b>Own Generation</b>		
<b>1</b>	<b>Through Diesel Generator</b>		
	Units (KWH)	<b>3,4896</b>	22,538
	Unit per Ltr. of Diesel	<b>3.03</b>	2.80
	Cost / Unit (₹)	<b>30.69</b>	33.23
	<b>Fuel</b>		
<b>a</b>	<b>Furnace Oil</b>		
	Quantity (Kgs.)	<b>30,32,413.00</b>	30,02,490.00
	Total Amount (₹ Lakhs)	<b>1,396.00</b>	1,429.84
	Average Rate per Kgs. (₹)	<b>46.04</b>	47.62

<b>b</b>	<b>Natural Gas (CNG) / SM3</b>		
	Quantity (SM3)	<b>1,27,069.00</b>	5,31,371.00
	Total Amount (₹ Lakhs)	<b>86.67</b>	365.82
	Average Rate per SM3 (₹)	<b>68.21</b>	68.85
<b>c</b>	<b>Solid Fuel</b>		
	Quantity (Kgs.)	<b>20,96,665.00</b>	-
	Total Amount (₹ Lakhs)	<b>173.80</b>	-
	Average Rate per Kgs. (₹)	<b>8.28</b>	-

e) Consumption per unit of production:

Standards		2023-24			2022-23	
Product Unit	MTs	DCP	Ossein	Gelatine	Ossein	Gelatine
Electricity	Unit	<b>1763.63</b>		<b>3182.61</b>	1,701.53	3,266.50
Furnace Oil	Kgs.	--	<b>203.73</b>	<b>1,701.78</b>	79.55	1,515.20
Natural Gas (CNG)	SM <sup>3</sup>	51.377	--	<b>2,203.00</b>	156.94	2,459.71
Solid Fuel	MT	301.64	<b>1,000</b>	-	-	-

## (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 31-03-2024	As at 31-03-2023
Raw Material	<b>641.24</b>	399.22
Stock in trade	<b>12.49</b>	14.43
Components and Spares	<b>40.75</b>	24.08
Capital Goods	-	-
<b>Total</b>	<b>694.48</b>	437.73

### Expenditure in Foreign Currency

(₹ in Lakhs)

Particulars	As at 31-03-2024	As at 31-03-2023
Travelling Expenses	<b>73.60</b>	67.87
Subscription	<b>6.34</b>	6.30
Commission	<b>91.38</b>	114.20
<b>Total</b>	<b>171.32</b>	188.37





**Earnings In Foreign Currency**

(₹ in Lakhs)

<b>Particulars</b>	<b>As at 31-03-2024</b>	<b>As at 31-03-2023</b>
<b>Exports :-</b>		
Direct Exports (FOB Value)	<b>14,252.97</b>	12,820.23
<b>Total</b>	<b>14,252.97</b>	12,820.23

**For and on Behalf of the Board of Directors.**

Place : Mumbai

Date : 30<sup>th</sup> April, 2024

**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:

CSR is an integral part of Company's ethos and considers community as one of its key stakeholders for its presence and operations. The Company also believes good health is a pre-requisite for both education and productivity. 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 & Ensuring environmental sustainability, conservation of natural resources. The Policy is available on the website of the Company i.e. [www.indiagelatine.com](http://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/CSR%20policy%20amended\\_.pdf](http://www.indiagelatine.com/financial/CSR%20policy%20amended_.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: ₹1,585.03 lakhs

Net Profit before Tax as per Section 198 of Companies Act	Amount (₹ in Lakhs)
2020-2021	723.07
2021-2022	869.57
2022-2023	3,162.45
Profit/(Loss) before taxes for the last 3 years	4,755.09
Average Profit/(Loss) before taxes for the last 3 years (4755.09/3)	1,585.03

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 31.70 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): ₹ 31.70 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
31.75	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	3.75	No	Shreyas Medicare	CSR00008281
2.	Promoting healthcare	(i)	No	Maharashtra	Mumbai	20.00	No	Breach Candy Hospital Trust	CSR00001527
3.	Promoting education	(ii)	Yes	Gujarat	Vapi	3.00	No	Pardi Taluka Welfare Charitable Trust	CSR00022757
4.	Promoting education	(ii)	Yes	Gujarat	Ahmedabad	5.00	No	Bharatiya Janseva Sansthan	CSR00024951
<b>TOTAL</b>						<b>31.75</b>			

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): ₹ 31.75 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 : 30<sup>th</sup> April, 2024

**Vishakha H. Purohit**  
**(Chief Financial Officer)**

**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 31st March, 2024

[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 31<sup>st</sup> March, 2024, 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 31<sup>st</sup> March, 2024 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, 2018;
  - d. The 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 Non Convertible Securities) Regulations, 2021 **(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, 2021; **(Not Applicable to the company during the Audit period.)**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- **(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 not passed any special resolution

**CS Bhavi Parikh**  
Partner

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

UDIN: A023190F000276894  
Peer Review Cert. No. 1079/2021

Place: Ahmedabad  
Date: 30<sup>th</sup> April, 2024

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

UDIN: A023190F000276894

Peer Review Cert. No. 1079/2021

Place: Ahmedabad

Date: 30<sup>th</sup> April, 2024



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	<b>NA</b>
(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	<b>NA</b>
(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	

**By Order of the Board of Directors**

Place : Mumbai

Date : 30<sup>th</sup> April, 2024

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



## CORPORATE GOVERNANCE REPORT

This Corporate Governance Report of India Gelatine & Chemicals Limited ('the Company') for Financial Year ended on 31<sup>st</sup> March, 2024, is being prepared pursuant to the Securities Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended and circulars issued thereunder and forms part of the Annual Report and states compliance as per requirements of the Companies Act, 2013 ('the Act') and Rules made thereunder as amended and SEBI Listing Regulations.

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 believes that a diverse and vigilant Board is essential to ensure highest standards of Corporate Governance. The Board of the Company, being at the core of its Corporate Governance practice, plays a pivotal role in overseeing the management in serving and protecting the long-term interests of all its stakeholders. The Board guides the Management to run business sustainably as a socially responsible and ethically compliant corporate citizen. 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 31<sup>st</sup> March, 2024, the Board of the Company comprises of six (6) Directors, with four (4) Non-Executive Independent Directors and One Managing Director and One Woman Executive Director. The composition of the Board is in compliance with the requirements of the Companies Act, 2013 (Act) and Regulation 17 of the Listing Regulations. The profiles of the Directors can be accessed on the Company's website at <https://www.indiagelatine.com/Directors.html>.

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.

As required under the Regulation 17A of SEBI Listing Regulations, none of the Directors hold Directorship in more than 7 (seven) listed companies and as per declarations received, none of the Directors serve as an Independent Director in more than 7 (seven) listed companies, across the Directorships held, including that in IGCL. The Managing Director of the Company does not serve as an Independent Director in any other listed company. 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 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 31<sup>st</sup> March, 2024 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. Jayprakash M. Tiwari#		Non-Executive Independent Director	1	1	0
5.	Mr. Malay M. Khimji		Non-Executive Independent Director	1	1	0
6.	Mrs. Bharati A. Mongia		Non-Executive Independent Director	1	1	0
7.	Mr. Ashwini Agarwal##		Non-Executive Independent Director	2	3	2
8.	Mr. Vaibhav S. Pittie##		Non-Executive Independent Director	1	2	0

\* 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).

# Mr. Shridhar N. Pittie and Mr. Jayprakash M. Tiwari, Non-Executive Independent Directors of the Company ceased to be Independent Directors w.e.f. closing of business hours on 31<sup>st</sup> March, 2024 on completion of their second term as Independent Directors

## Mr. Ashwini Agarwal and Mr. Vaibhav S. Pittie appointed as Non-Executive Independent Directors w.e.f. 1<sup>st</sup> April, 2024

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

The Board meets at regular intervals to discuss and decide on the Company / business policy and strategy apart from other statutory matters as required to be deliberated and approved by the Board. During the financial year 2023-24, total 5 Board meetings were held and the gap between the two Board Meetings has not exceeded one hundred and twenty days. The necessary quorum was present for all the meetings. Formal notice of the Meetings are issued at least 7 days in advance in accordance with the provisions of the Act and Secretarial Standard-1 issued by the Institute of Company Secretaries of India. The Management

Endeavors to provide the Board with sufficient information apart from the items as mandated for discussion by the Board under Regulation 17(7) read with Part A of Schedule II to SEBI Listing Regulations. Through various information being placed or presented at the Board Meetings, the Board is kept well informed about the overall functioning of the Company, which enables the Board to contribute to the growth of the Company and helps them to take informed decisions. The dates on which the said meetings were held are as follows:

- (1) 22nd May, 2023                      (4) 9th February, 2024  
(2) 3rd August, 2023                    (5) 6th March, 2024  
(3) 9th November, 2023

The attendance of each Director at the Board Meetings and at the Annual General Meeting held during the financial year ended 31<sup>st</sup> March, 2024 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	1266444
2.	Mrs. Shefali V. Mirani	5	5	YES	821389
3.	Mr. Shridhar N. Pittie #	5	5	YES	Nil
4.	Mr. Jayprakash M. Tiwari #	5	5	YES	50
5.	Mr. Malay M. Khimji	5	2	YES	50
6.	Mrs. Bharati A. Mongia	5	5	YES	Nil
7.	Mr. Ashwini Agarwal##	NA	NA	NA	Nil
8.	Mr. Vaibhav S. Pittie##	NA	NA	NA	Nil

@ The Company has not issued any convertible instruments

# Mr. Shridhar N. Pittie and Mr. Jayprakash M. Tiwari, Non-Executive Independent Directors of the Company ceased to be Independent Directors w.e.f. closing of business hours on 31<sup>st</sup> March, 2024 on completion of their second term as Independent Directors

## Mr. Ashwini Agarwal and Mr. Vaibhav S. Pittie appointed as Non-Executive Independent Directors w.e.f. 1<sup>st</sup> April, 2024

**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 & Category of Directorship
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. Jayprakash M. Tiwari #	Nil	N.A.
5.	Mr. Malay M. Khimji	Nil	N.A.
6.	Mrs. Bharati A. Mongia	Nil	N.A.
7.	Mr. Ashwini Agarwal##	1	Pearl Global Industries Limited – Non-Executive Independent Director
8.	Mr. Vaibhav S. Pittie##	Nil	N.A.

# Mr. Shridhar N. Pittie and Mr. Jayprakash M. Tiwari, Non-Executive Independent Directors of the Company ceased to be Independent Directors w.e.f. closing of business hours on 31<sup>st</sup> March, 2024 on completion of their second term as Independent Directors

## Mr. Ashwini Agarwal and Mr. Vaibhav S. Pittie appointed as Non-Executive Independent Directors w.e.f. 1<sup>st</sup> April, 2024



**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. None of the Directors of the Company were related to any Director or member of an extended family.

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

Details of equity shares held by the Non Executive Directors as on 31<sup>st</sup> March, 2024:

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:**

Pursuant to the Code of Conduct for Independent Directors specified under the Act and requirements of SEBI Listing Regulations, 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](http://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. <https://www.indiagelatine.com/financialinfo.html>

**MEETING OF THE INDEPENDENT DIRECTORS:**

As per Clause VII(1) of Schedule IV under Section 149(8) of the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, the Independent Directors are required to hold at least one separate meeting in a year to discuss the following:

- Review the performance of the Managing Director, 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 Separate meeting of Independent Directors had been held on 9<sup>th</sup> February, 2024 as per Clause VII(1) of Schedule IV under Section 149(8) of the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, 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.

**G. Change in Directors:**

Mr. Shridhar N. Pittie (DIN: 00562400) and Mr. Jayprakash M. Tiwari (DIN: 06906943), Non-Executive Independent Directors of the Company, have completed their second term as Non-Executive Independent Directors and have consequently ceased to be Non-Executive Independent Directors of the Company w.e.f. the close of business hours on 31<sup>st</sup> March, 2024.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors via Circular resolution passed on 1<sup>st</sup> April, 2024 had appointed Mr. Ashwini Agarwal (DIN: 00362480) and Mr. Vaibhav S. Pittie (DIN: 07643342), as an additional Non Executive Independent Directors, 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 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029, not liable to retire by rotation. The process for taking the shareholders' approval for appointment of Mr. Ashwini Agarwal (DIN: 00362480) and Mr. Vaibhav S. Pittie (DIN: 07643342) through Postal Ballot is ongoing, which will complete on 11<sup>th</sup> May, 2024.

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

The Company aims to have right balance on its Board with attributes such as experience of diverse nature, qualifications, knowledge and competencies in wide spectrum of functional areas required in the context of Company's business. The Directors are eminent industrialists / professionals and have expertise in their respective functional areas, which bring with them the reputation of independent judgment and experience. In the context of Company's business and the industry in which it operates, the list of skills / area of expertise / competencies as identified by the Board of Directors and those available with Board are as follows:

Sr. No.	Name of the Directors	Skills/Expertise/Competence
1.	Mr. Viren C. Mirani 39 years of rich business experience both within and outside India	Global Business, General Management, Risk Management, Senior Management Experience, Corporate Governance & Compliance, Stakeholders management Strategy, M&A, Business development, Leadership, Investment management, Corporate Strategy.
2.	Mrs. Shefali V. Mirani 30 years of experience in Business administration.	Administrative reforms and strategy, Business development, Human Resources
3.	Mr. Shridhar N. Pittie # 48 years of huge business experience	Business Management, Corporate Strategy, Financial Expertise, Leadership
4.	Mr. Jayprakash M. Tiwari # 20 years of experience as Financial Head of Engineering Company	Audit, Taxation, Company Law matters & FEMA matters
5.	Mr. Malay M. Khimji 34 years of working experience in privately owned companies specializing in engineering and FMCG	General Management, Business development, Accounting,
6.	Mrs. Bharati A. Mongia 33 years of experience as a professional and entrepreneur.	Global Business, Sales/ Customer Engagement, Interpersonal relations, Marketing
7.	Mr. Ashwini Agarwal ## More than 31 years of experience across emerging markets	Finance, Global Business, Leadership and strategic planning, Legal and Governance, Human Resource and administration
8.	Mr. Vaibhav S. Pittie ## More than 10 years of experience across strategy consulting	General Management, Strategy Consulting, Business development, Accounting

# Mr. Shridhar N. Pittie and Mr. Jayprakash M. Tiwari, Non-Executive Independent Directors of the Company ceased to be Independent Directors w.e.f. closing of business hours on 31<sup>st</sup> March, 2024 on completion of their second term as Independent Directors

## Mr. Ashwini Agarwal and Mr. Vaibhav S. Pittie appointed as Non-Executive Independent Directors w.e.f. 1<sup>st</sup> April, 2024



### I. 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.

### J. 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. In accordance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations, the Company has formed its Audit Committee, composition and terms of reference of which are in conformity with the said provisions. The Committee acts as a link between the Management, the Statutory Auditors, Internal Auditors and the Board. The Committee supervises the Company’s internal controls, monitors the Company’s financial reporting process.

#### 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.

**REVIEW OF RELATED PARTY TRANSACTIONS**

As a part of the mandate under the SEBI Listing Regulations and the terms of reference, the Audit Committee undertakes quarterly review of related party transactions entered into by the Company with its related parties. Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, the Audit Committee has granted omnibus approval in respect of transactions which are repetitive in nature, which may or may not be foreseen, not exceeding the limits specified thereunder.

**B. Composition:**

In compliance with the Act and Regulation 18(1)(c) of the Listing Regulations, all the 3 (three) members of the Committee are financially literate. Moreover, the Committee has members who have relevant experience in financial matters as well as have accounting or related financial management expertise.

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 31<sup>st</sup> March, 2024, comprised of 3 (three) Directors, all being IDs, who are financially literate and have relevant finance and/or audit exposure.. 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. Shridhar N. Pittie, Chairman	Non Executive Independent Director	4
2.	Mr. Jayprakash M. Tiwari, Member	Non Executive Independent Director	4
3.	Mr. Malay M. Khimji, Member	Non Executive Independent Director	2

**C. Meetings during the year:**

During the year under review, the Committee met 4 (four) times as per the requirement of the Companies Act, 2013 and SEBI Listing Regulations, details of which are mentioned below. The gap between the two Committee Meetings has not exceeded one hundred and twenty days and requisite quorum was present for all the meetings with the presence of at least 2 (two) Independent Directors or one-third of its members, whichever is higher as required under Regulation 18(2)(b) of SEBI Listing Regulations. The Chairperson of Audit Committee is an Independent Director.

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

- (1) 22<sup>nd</sup> May, 2023                      (3) 9<sup>th</sup> November, 2023
- (2) 3<sup>rd</sup> August, 2023                    (4) 9<sup>th</sup> February, 2024

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.

The minutes of the meetings of the Committee are placed before and noted by the Board. During the year, all recommendations of the Committee which were mandatorily required were accepted by the Board.

Mr. Shridhar N. Pittie, Chairman of the Committee, was present at the Annual General Meeting of the Company held on 27<sup>th</sup> September, 2023 to answer the queries of the Shareholders.

**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 Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

Terms of Reference are as under:

1. 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.
2. 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:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates
3. Formulation of criteria for evaluation of performance of Independent Director and the Board
4. Devising a policy on Board diversity.
5. 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:**

The constitution of Nomination & Remuneration Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013 and also as per the requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The 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	1
2.	Mr. Jayprakash M. Tiwari, Member	Non Executive Independent Director	1
3.	Mrs. Bharati A. Mongia, Member	Non Executive Independent Director	1

Necessary quorum was present for the meeting(s) with the presence of at least one Independent Director as required under Regulation 19(2A) of the Listing Regulations





**C. Meetings during the year:**

During the financial year ended 31<sup>st</sup> March, 2024, the Nomination and Remuneration Committee met once on 9<sup>th</sup> February, 2024.

The Company Secretary acts as the Secretary of the Committee.

The minutes of the meetings of the Committee are placed before and noted by the Board. During the year, all recommendations of the Committee which were mandatorily required were accepted by the Board.

Mr. Shridhar N. Pittie, Chairman of the Committee, was present at the Annual General Meeting of the Company held on 27<sup>th</sup> September, 2023 to answer the queries of the shareholders.

**D. Performance evaluation criteria for Independent 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.

Pursuant to the provisions of the Act and Regulation 25(4) of SEBI Listing Regulations, Independent Directors in their separate meeting held on 9<sup>th</sup> February, 2024 have also evaluated the performance of Non-Independent Directors, Chairman of the Board and the Board as a whole.

An update on the overall evaluation process was placed before the Nomination and Remuneration Committee as well as the Board. The Directors expressed their satisfaction over the evaluation process.

**E. Nomination and Remuneration Policy:**

The Board has put in place a policy on appointment of Directors and remuneration including criteria for determining qualifications, positive attributes, independence of a Director as required under Section 178(3) of the Act

The aforesaid policy of the Company on Directors' appointment and remuneration, include the criteria for determining the qualifications, positive attributes, independence of a Director for recommending to the Board and payment of the remuneration for the Directors, Key Managerial Personnel and senior management personnel.

"Senior Management Personnel" ('SMP') means officers and personnel who are members of the core management team excluding Board of Directors and shall also comprise all members of Management one level below the Chief Executive Officer or Managing Director or Whole-time Director or Managers (including Chief Executive Officer and/ Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and Company Secretary and Chief Financial Officer.

Details of Senior Management Personnel's as on 31 March 2024 and changes therein during FY2024 pursuant to Regulation 16 read with Schedule V(C)(5B) of the SEBI Listing Regulations are as follows:

Sr. No.	Name	Functional Heads
1.	Mr. Deepak N. Kapadia	Commercial
2.	Mr. Naresh R. Nanda	Operations
3.	Ms. Vishakha H. Purohit	Chief Financial Officer (CFO)
4.	Mrs. Tanaya T. Daryanani	Company Secretary (CS)
5.	Ms. Shruti R. Mehta	Human Resource (HR)

Ms. Shruti R. Mehta was appointed as Human Resource (HR) w.e.f. 03rd July, 2023

The Nomination and Remuneration policy is available on our website i.e. [www.indiagelatine.com](http://www.indiagelatine.com) or on below mentioned weblink:

Link: [http://www.indiagelatine.com/financial/Nomination%20&%20Remuneration%20Policy\\_2023.pdf](http://www.indiagelatine.com/financial/Nomination%20&%20Remuneration%20Policy_2023.pdf)

## 5. REMUNERATION OF DIRECTORS:

### A. All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the listed Company:

During the year, the Non-Executive Directors had no pecuniary relationship or transactions with the Company, other than sitting fees. The Non-Executive Directors receive no remuneration other than sitting fees for attending the Board and Committee Meetings.

### B. 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 2023-24:

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 2023-24 are given as under:

Details of Sitting Fees paid to Non-Executive Directors during the Financial Year 2023-24:

Names of Directors	Designation	Sitting fees (Amount in ₹)
Mr. Shridhar N. Pittie	Non-Executive Independent Director	2,55,000.00
Mr. Jayprakash M. Tiwari	Non-Executive Independent Director	2,60,000.00
Mr. Malay M. Khimji	Non-Executive Independent Director	1,15,000.00
Mrs. Bharati A. Mongia	Non-Executive Independent Director	1,75,000.00

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

₹ in Lakhs

Name	Salary	Service term	Comm.	Sitting fees	Leave encashment	Perks	Retirement benefit	Total
Mr. Viren C. Mirani (Chairman & Managing Director)	324.00	1 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2026	-	-	400.00	3.00	45.63	772.63
Mrs. Shefali V. Mirani (Executive Director)	144.00	1 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2026	-	-	-	3.00	17.53	164.53

#### 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). Company's RTA entertains and resolves investor grievances in consultation with the Compliance Officer. All grievances can be addressed either to RTA or to the Company directly. An update on the status of complaints is quarterly reported to the Board and is also filed with stock exchange.

**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 (Non-Executive Independent Director), Chairman of the Committee, was present at the Annual General Meeting of the Company held on 27<sup>th</sup> September, 2023 to answer the queries of the Shareholders.

Sr. No.	Name of Member	Category	Status	Number of meetings during the financial year 2023-24	
				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

**D. Meetings during the year:**

During the financial year 2023-24, the Committee met one time on 9<sup>th</sup> February, 2024. The necessary quorum was present for the meeting.

The minutes of the meetings of the Committee are placed before and noted by the Board. During the year, all recommendations of the Committee which were mandatorily required were accepted by the Board.

**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 2023-24 are as follows:**

Investor Complaints pending at the beginning of the year	Received during the year	Resolved during the year	Pending at the end of the year
0	5	5	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](http://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 9<sup>th</sup> November, 2023. The necessary quorum was present for the meeting.

The minutes of the meetings of the Committee are placed before and noted by the Board. During the year, all recommendations of the Committee of the Board which were mandatorily required were accepted by the Board.

Further, the Committee, with the approval of the Board, has adopted a Corporate Social Responsibility Policy in line with the requirements under Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 (as amended), pursuant to which the CSR activities are implemented and monitored. The Policy is available on the website of the Company. The brief outline of the CSR Policy of the Company and the initiatives undertaken by the Company during the financial year 2023-24 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:

Financial Year	No. of AGM	Held at	Date	Time
2022-23	51 <sup>st</sup>	Through Video Conferencing (VC) or Other Audio Visual Means (OAVM)	27 <sup>th</sup> September, 2023	2:30 pm
2021-22	50 <sup>th</sup>	Through Video Conferencing (VC) or Other Audio Visual Means (OAVM)	22 <sup>nd</sup> September, 2022	12:30 pm
2020-21	49 <sup>th</sup>	Through Video Conferencing (VC) or Other Audio Visual Means (OAVM)	24 <sup>th</sup> September 2021	12:30 pm

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

<b>Date of Annual General Meeting</b>	<b>Details of Special Resolutions passed, if any</b>
27 <sup>th</sup> September, 2023	No
22 <sup>nd</sup> September, 2022	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
24 <sup>th</sup> September 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

- c) Whether any Special Resolution passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot: Nil

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

The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated 1<sup>st</sup> April, 2024 for appointment of Mr. Ashwini Agarwal (DIN: 00362480) and Mr. Vaibhav S. Pittie (DIN: 07643342). The Board of Directors of 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 for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

- e) Procedure for postal ballot:

The Postal ballot is being carried out 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 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), 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).

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

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Management Rules thereunder and the MCA Circulars, the manner of voting on the proposed resolutions was restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting were sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s) as on 5<sup>th</sup> April, 2024. Members can exercise their vote(s) by e-voting during the period from Friday, 12<sup>th</sup> April, 2024 at 10:00 a.m. to Saturday, 11<sup>th</sup> May, 2024 at 05:00 p.m.



## 9. MEANS OF COMMUNICATION:

### a) Quarterly results

Quarterly financial results are announced within 45 (forty-five) days from the end of the quarter and annual audited results are announced within 60 (sixty) days from the end of the financial year, as per Regulations 33 of the Listing Regulations and are published in the newspapers in accordance with Regulation 47 of the Listing Regulations. Quarterly financial results are announced to Stock Exchange within 30 (thirty) minutes from the closure of the Board meeting at which these are considered and approved.

### 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](http://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](mailto: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) 52<sup>nd</sup> Annual General Meeting:

Date : 27<sup>th</sup> September, 2024

Time : 12.30 p.m.

Venue : Through Video Conferencing or

Other Audio Visual Means (VC/OAVM)

The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 Circular No. 20 of 2020 dated 5<sup>th</sup> May, 2020, and Circular no. 02/2021 dated 13<sup>th</sup> January, 2021, 19/2021 dated 8<sup>th</sup> December, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 02/2022 dated 5<sup>th</sup> May, 2022, 10/2022 dated 28<sup>th</sup> December, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25<sup>th</sup> September, 2023 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)” (collectively referred to as “MCA Circulars”), and the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Accordingly, the Company has opted to provide such facility to the shareholders to join the meeting through remote locations from the facilities provided by 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 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](http://www.evotingindia.com). For details please refer to the Notice of the AGM.

### b) Financial Year:

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



**c) Dividend payment date:**

Your Directors have recommended Final Dividend of @ 10% i.e. ₹ 1.00 per share for the financial year ended 31<sup>st</sup> March, 2024. Together with the Interim Dividend of @ 100% i.e. ₹ 10.00 per share paid on 28<sup>th</sup> March, 2024, the total Dividend for the financial year ended 31<sup>st</sup> March, 2024 amounts to ₹ 110.00 per share (previous year final dividend @ 35% i.e. ₹ 3.50 per share and on the occasion of Golden Jubilee year, additional special dividend @ 15% i.e. ₹ 1.50 per share, aggregating to a total dividend @ 50% (i.e. ₹ 5.00 per share). 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:

· The BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001

The listing fees for the financial year 2024-25 have been paid by the Company within the stipulated time.

**e) Stock Code:**

<u>Stock Exchange</u>	<u>Stock Code</u>
Bombay Stock Exchange Ltd.	531253
Demat ISIN in NSDL and CDSL	INE342D01012

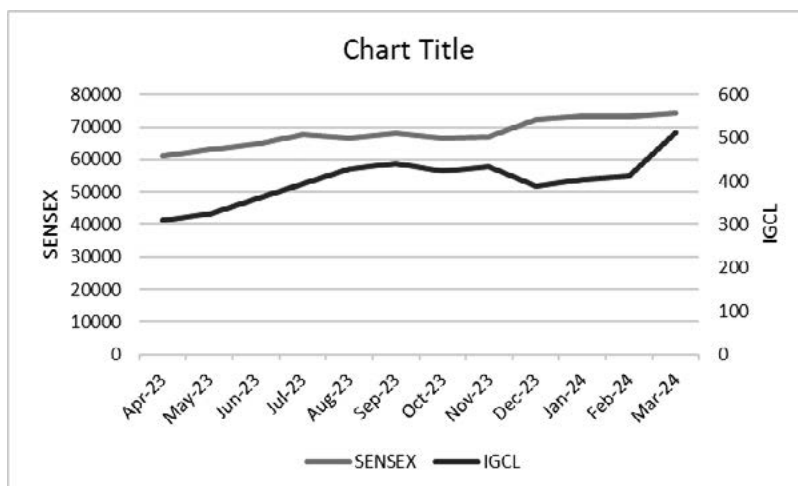
**f) Market price data-**

**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 2023-24 are as under:

MONTH	IGCL		BSE Sensex	
	HIGH	LOW	HIGH	LOW
April 2023	310.00	262.10	61,209.46	58,793.08
May 2023	323.80	236.00	63,036.12	61,002.17
June 2023	360.00	300.00	64,768.58	62,359.14
July 2023	394.90	344.45	67,619.17	64,836.16
August 2023	428.80	338.50	66,658.12	64,723.63
September 2023	439.70	392.55	67,927.23	64,818.37
October 2023	422.95	351.40	66,592.16	63,092.98
November 2023	434.70	330.00	67,069.89	63,550.46
December 2023	389.35	325.50	72,484.34	67,149.07
January 2024	405.00	357.05	73,427.59	70,001.6
February 2024	410.80	365.05	73,413.93	70,809.84
March 2024	513.95	371.00	74,245.17	71,674.42

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:

The Company has appointed M/S LINK INTIME (INDIA) PVT. LTD. as its Registrar and Transfer Agent (RTA).

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](mailto:rnt.helpdesk@linkintime.co.in)

Website : [www.linkintime.co.in](http://www.linkintime.co.in)

j) Share transfer system:

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

Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the securities of India Gelatine & Chemicals Limited held in physical mode are not transferable, effective 1<sup>st</sup> April, 2019. Further, the Securities and Exchange Board of India vide circular bearing ref. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022, has mandated that, in respect of investor services including transmission, duplicate share certificate, transposition etc., the listed entity shall issue the securities in dematerialised mode only. In compliance with the above circular, no securities in physical mode are issued by the listed entity.

In addition to the above, a compliance certificate is issued on an yearly basis by a Company Secretary in Practice pursuant to Regulation 40(9) of Listing Regulations reiterating due compliance of share transfer formalities by the Company within timelines as required under the applicable provisions.

k) Distribution of Shareholding as at 31<sup>st</sup> March, 2024

No. of Equity Shares held	No. of Shareholders	No. of shares held	Shareholding %
Upto 500	6,606	5,47,010	7.7127
501 to 1000	386	2,91,407	4.1088
1001 to 2000	170	2,44,724	3.4506
2001 to 3000	58	1,44,575	2.0385
3001 to 4000	41	1,41,301	1.9923
4001 to 5000	12	54,941	0.7747





No. of Equity Shares held	No. of Shareholders	No. of shares held	Shareholding %
5001 to 10000	24	1,57,723	2.2239
10001 and above	40	55,10,619	77.6986
<b>Total</b>	<b>7,337</b>	<b>70,92,300</b>	<b>100.0000</b>

**Ownership pattern as on 31st March, 2024**

Sr. No.	Category	No. of shares	% of Shareholding
1.	Promoter & Promoter Group	43,57,290	61.4369
2.	Public	22,46,748	31.6787
3.	Hindu Undivided Family	83,749	1.1808
4.	Clearing Members	300	0.0042
5.	Other Bodies Corporate	62,895	0.8868
6.	Banks, Financial Institutions	788	0.0111
7.	NRI NON REP	24,542	0.3460
8.	NRI REP	22,240	0.3136
9.	Body Corporate - Ltd Liability Partnership	190	0.0027
10.	IEPF	1,30,166	1.8353
11.	Relatives of promoters (other than "Immediate relatives" of promoters disclosed under Promoter and Promoter Group)	1,63,392	2.3038
	<b>Total</b>	<b>7092300</b>	<b>100.00</b>

**i) 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 31<sup>st</sup> March, 2024, 69,36,965 Equity shares out of 70,92,300 Equity Shares of the Company, forming 97.81% 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. Further, the entire shareholding of promoters and promoter group members are held in dematerialised mode only.

Particulars	As on 31 <sup>st</sup> March, 2024	As on 31 <sup>st</sup> March, 2023
<b>A. Shares in Demat form</b>	<b>69,36,965</b>	69,00,031
NSDL	<b>60,66,636</b>	60,54,561
CDSL	<b>8,70,329</b>	8,45,470
<b>B. Shares in Physical form</b>	<b>1,55,335</b>	1,92,269
<b>TOTAL</b>	<b>70,92,300</b>	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 commodity hedging, is therefore free from any risk arising there from 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", 7<sup>th</sup> floor,

Near Municipal Market,

Sheth C.G. Road, Navrangpura,

Ahmedabad – 380 009

Tel. No.: +91-079- 26469514

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

Website: [www.indiagelatine.com](http://www.indiagelatine.com)

CIN: L99999GJ1973PLC002260

**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](mailto:rnt.helpdesk@linkintime.co.in)

Website : [www.linkintime.co.in](http://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 entered into with related parties during FY 2023-24 were in the ordinary course of business and at arms' length basis and were approved by the Audit Committee.

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. 39 to the Financial Statements in the Annual Report.

Further, the Company has formulated and adopted a policy on dealing with related party transactions, in line with Regulation 23 of the SEBI Listing Regulations, which is available on the website of the Company.

**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 Section 177 of the Act and Rules made thereunder, read with Regulation 22 of the 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 policy also ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

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%20as%20per%20LODR.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%20\\_updated.pdf](http://www.indiagelatine.com/financial/Policy%20on%20Materiality%20of%20related%20party%20transaction%20_updated.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 29<sup>th</sup> April, 2011, undertaken a ‘Green Initiative in Corporate Governance’ allowing companies to send the Annual Report and other documents to their shareholders electronically.

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

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](http://www.indiagelatine.com)

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

**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 were sent to eligible members after submission of necessary documents to the Company or were transferred to IEPF as per the applicable regulations.

**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 2023-24:**

The total fees for all the services paid by the Company to the Statutory Auditors for FY 2023-24 is set out in Note No. 35.1 of the 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:**

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 the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder.

The details of complaints received and disposed of during FY 2023-24 are as below:

- 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. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which Directors are interested by name and amount:**

No loans / guarantees / advances in the nature of loans to firms/companies in which Directors are interested were given during the year under review.

**21. Report on Corporate Governance**

This section, read together with the information given in the Board's Report and the section on Management Discussion and Analysis, constitute the compliance report on Corporate Governance during the FY 2023-24. The Company, in compliance with the provisions of Regulation 27(2) of the Listing Regulations submits the quarterly compliance report to the Stock Exchanges as required thereunder and uploads the same on its website.

**22. Details of compliance with Corporate Governance requirements**

The Company is in compliance with the Corporate Governance requirements specified in Regulations 17 to 27 and Clauses (b) to (i) and (t) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations.



As per Regulation 34(3) read with Schedule V of the Listing Regulations the Company has obtained a certificate from Chirag Shah and Associates, Practising Company Secretaries confirming the compliance with the mandatory requirement of the Listing Regulations and the same is annexed to this Report.

**23. 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 31<sup>st</sup> March, 2024.

Place : Mumbai

Date :30<sup>th</sup> April, 2024

**For and on behalf of the Board of Directors**

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

We, Viren C. Mirani, Chairman & Managing Director and Vishakha H. Purohit, Chief Financial Officer of the Company, certify that:

- A. We have reviewed the Financial Statements and the Cash Flow Statement of India Gelatine & Chemicals Limited (the Company) for the year ended 31<sup>st</sup> March, 2024 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. We 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. We 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 : 30<sup>th</sup> April, 2024

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

**Vishakha H. Purohit**  
**(Chief Financial Officer)**



**INDIA GELATINE & CHEMICALS LIMITED**

**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 31<sup>st</sup> March, 2024 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 : 30<sup>th</sup> April, 2024

**CS Chirag Shah**  
Partner

**Chirag Shah and Associates**  
FCS No.: 5545  
C. P. No. 3498  
UDIN : F005545F000278565  
Peer Review Cert. No. 704/2020



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 LIMITED**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of India Gelatine And Chemicals Limited, 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](http://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 31<sup>st</sup> March, 2024 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.

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. (Ceased w.e.f Closing business hours on 31 <sup>st</sup> March, 2024)	00562400	19/07/2006
6	Mr. Jayprakash Mishrilal Tiwari Designation: Non Executive Independent Director. (Ceased w.e.f Closing business hours on 31 <sup>st</sup> March, 2024)	06906943	07/07/2014

\*The date of appointment is as per the MCA Portal





**INDIA GELATINE & CHEMICALS LIMITED**

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**

<b>M. NO.</b>	<b>: F10745</b>
<b>C. P. NO</b>	<b>: 14284</b>
<b>PLACE</b>	<b>: Ahmedabad</b>
<b>DATE</b>	<b>: 30<sup>th</sup> April, 2024</b>
<b>UDIN</b>	<b>: F010745F000298241</b>
<b>Peer Review Certificate No.</b>	<b>: 1615/2021</b>



## 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 31<sup>st</sup> March, 2024, 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 31<sup>st</sup> March, 2024, 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 31<sup>st</sup> March, 2024. 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 31<sup>st</sup> March, 2024 taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2024 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 has disclosed the impact of pending litigations on the financial position of its financial statements (Refer Note No. 37 to the financial statements).
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - 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 interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Act.
- (c) 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.
- vi. Based on our examination carried out in accordance with the Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, which included test checks, we report that the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail feature is not enabled for direct changes to database level. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect to accounting software.

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

**Place: Ahmedabad  
Date: 30<sup>th</sup> April, 2024  
UDIN: 24045706BKAJRM7979**

**Chirag M. Shah  
Partner  
Membership No. 045706**

## 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, 2024 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 No. 51 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	-	-
- Joint Ventures	-	-
- Associates	-	-
- Others	125.25	11.33

- (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 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.

In respect of other loans and advances in the nature of loans to companies, the schedule of repayment of principal and payment of interest has been stipulated except in two cases and the repayments of principal amounts and receipts of interest are regular as per stipulation.

In case of the loans and advances in the nature of loan in two cases, schedule of repayment has not been stipulated. In the absence of stipulation of repayment terms, we are unable to comment on the regularity of repayment of principal and interest in these 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, details of which are given below:
- 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 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024.
- 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) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.



- (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 has 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.
- xii. (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 Company.
- (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, Mahendra N. Shah & Co.  
Chartered Accountants  
FRN 105775W**

**Place: Ahmedabad  
Date: 30<sup>th</sup> April, 2024  
UDIN: 24045706BKAJRM7979**

**Chirag M. Shah  
Partner  
Membership No. 045706**



## **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 With reference to financial statement under Clause (i) 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 and Chemicals Limited (“the Company”) as of 31<sup>st</sup> March, 2024 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 financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (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, both 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 financial statements was 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 system over financial reporting with reference to financial statements.

#### **Meaning of Internal Financial Controls with reference to financial statements**

A company’s internal financial control with reference to 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 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 Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statement, 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 financial statements to future periods are subject to the risk that the internal financial control with reference to 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 controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as on 31<sup>st</sup> March, 2024, 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 issued by the Institute of Chartered Accountants of India.

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

**Place: Ahmedabad  
Date: 30<sup>th</sup> April, 2024  
UDIN: 24045706BKAJRM7979**

**Chirag M. Shah  
Partner  
Membership No. 045706**



**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2024**

(₹ in Lakhs)

Particulars		Notes	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>I</b>	<b>ASSETS</b>			
1)	<b>Non-Current Assets</b>			
	(a) Property, Plant & Equipment	2	6,861.12	5,993.20
	(b) Capital Work-in-Progress	3	180.37	438.29
	(c) Intangible Assets	4	2.55	1.44
	(d) Right of Use Asset	2.3	12.11	-
	(e) Financial Assets			
	(i) Investments	5	1,790.85	1,937.85
	(ii) Other Financial Assets	6	127.07	112.14
	(f) Other Non-Current Assets	7	83.24	98.48
	(g) Income Tax Asset (Net)	8	74.96	40.32
	<b>Total Non-current Assets</b>		<b>9,132.27</b>	<b>8,621.72</b>
2)	<b>Current Assets</b>			
	(a) Inventories	9	4,352.70	4,107.34
	(b) Financial Assets			
	(i) Investments	10	2,600.04	2,312.66
	(ii) Trade Receivables	11	1,263.94	1,377.75
	(iii) Cash and Cash Equivalents	12	276.88	535.24
	(iv) Bank Balances other than (iii) above	13	306.47	377.73
	(v) Loans	14	11.33	60.18
	(vi) Other Financial Assets	15	154.67	105.39
	(c) Other Current Assets	16	342.44	497.35
	<b>Total Current Assets</b>		<b>9,308.47</b>	<b>9,373.64</b>
	<b>TOTAL ASSETS</b>		<b>18,440.74</b>	<b>17,995.36</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
1)	<b>Equity</b>			
	(a) Equity Share Capital	17	709.23	709.23
	(b) Other Equity	18	14,697.70	12,931.27
	<b>Total Equity</b>		<b>15,406.93</b>	<b>13,640.50</b>
2)	<b>LIABILITIES</b>			
	<b>Non-Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	19	563.08	783.04
	(ii) Lease Liabilities	48.1	7.46	-
	(b) Provisions	20	27.95	693.39
	(c) Deferred Tax Liabilities (Net)	21	642.64	461.41
	<b>Total Non-Current Liabilities</b>		<b>1,241.13</b>	<b>1,937.84</b>
	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	22	225.23	223.72
	(ii) Lease Liabilities	48.1	4.98	-
	(iii) Trade Payables			
	- Total outstanding dues of micro and small enterprises	23	357.14	829.94
	- Total outstanding dues of creditors other than micro and small enterprises		483.23	580.57
	(iv) Other Financial Liabilities	24	82.52	348.86
	(b) Other Current Liabilities	25	373.69	197.27
	(c) Provisions	26	265.89	56.96
	(d) Current Tax Liabilities (Net)	27	-	179.70
	<b>Total Current Liabilities</b>		<b>1,792.68</b>	<b>2,417.02</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>18,440.74</b>	<b>17,995.36</b>
	Material Accounting Policies and Notes to the Financial Statements	1 - 63		

As per our attached report of even date  
**For Mahendra N. Shah & Co.**  
Chartered Accountants  
FRN 105775W

**Chirag M. Shah**  
Partner  
Mem. No.: 045706  
Place : Ahmedabad  
Date : 30<sup>th</sup> April, 2024

**For and on behalf of the Board**

**Viren C. Mirani**  
Chairman & Managing Director  
(DIN: 00044901)  
**Shefali V. Mirani**  
Executive Director  
(Din: 03107547)  
**Tanaya T. Daryanani**  
Company Secretary  
Mem. No. A37181  
Place : Mumbai  
Date : 30<sup>th</sup> April, 2024

**Ashwini Agarwal**  
(DIN: 00362480)  
**Vaibhav S. Pittie**  
(DIN: 07643342)  
**Malay M. Khimji**  
(DIN: 00402675)  
**Bharati A. Mongia**  
(DIN: 01858267)  
Directors

**Vishakha H. Purohit**  
Chief Financial Officer



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2024**

(₹ in Lakhs)

	Particulars	Notes	2023-2024	2022-2023
<b>I</b>	<b>INCOME</b>			
	Revenue from Operations	28	<b>20,583.97</b>	20,519.68
	Other Income	29	<b>823.58</b>	315.35
	Total Income		<b>21,407.55</b>	20,835.03
<b>II</b>	<b>EXPENSES</b>			
	Cost of Materials Consumed	30	<b>9,083.94</b>	9,419.39
	Purchase of Stock in Trade		<b>14.51</b>	16.11
	Changes in Inventories of Finished Goods, Stock-in -Trade and Work-in-Progress	31	<b>(365.58)</b>	(895.61)
	Employee Benefits Expense	32	<b>1,274.79</b>	1,320.89
	Finance costs	33	<b>73.74</b>	64.90
	Depreciation and Amortization Expense	34	<b>525.95</b>	385.04
	Other Expenses	35	<b>7,073.75</b>	7,317.61
	Total Expenses		<b>17,681.10</b>	17,628.33
<b>III</b>	<b>Profit before exceptional items and tax (I - II)</b>		<b>3,726.45</b>	3,206.70
<b>IV</b>	<b>Exceptional Items</b>		-	-
<b>V</b>	<b>Profit before tax (III - IV)</b>		<b>3,726.45</b>	3,206.70
<b>VI</b>	<b>Tax Expenses</b>			
	Current Tax		<b>708.86</b>	749.96
	Deferred Tax Provision / (Reversal)		<b>184.11</b>	62.85
	Short / (Excess) Provision of taxation of earlier year (Net)		<b>(5.37)</b>	3.94
	Total Tax Expenses		<b>887.60</b>	816.75
<b>VII</b>	<b>Profit for the year</b>		<b>2,838.86</b>	2,389.96
<b>VIII</b>	<b>Other Comprehensive Income</b>			
	Items that will not be reclassified to profit or loss			
	- Remeasurement gains/(losses) of defined benefit plans		<b>(11.47)</b>	(57.12)
	- Income tax relating to above item		<b>2.89</b>	14.38
	Total Other Comprehensive Income/(Loss) for the year		<b>(8.58)</b>	(42.74)
<b>IX</b>	<b>Total Comprehensive Income for the year</b>		<b>2,830.28</b>	2,347.22
<b>X</b>	<b>Earning per Equity Share of face value of ₹ 10 each</b>			
	Basic & Diluted	36	<b>40.03</b>	33.70
	Material Accounting Policies and Notes to the Financial Statements	1 - 63		

As per our attached report of even date  
**For Mahendra N. Shah & Co.**  
Chartered Accountants  
FRN 105775W

**Chirag M. Shah**  
Partner  
Mem. No.: 045706  
Place : Ahmedabad  
Date : 30<sup>th</sup> April, 2024

**For and on behalf of the Board**

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Place : Mumbai  
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**Malay M. Khimji**  
(DIN: 00402675)  
**Bharati A. Mongia**  
(DIN: 01858267)  
Directors

**Vishakha H. Purohit**  
Chief Financial Officer



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2024**

(₹ in Lakhs)

Particulars	Year ended		Year ended	
	March 31, 2024		March 31, 2023	
<b>A. Cash Flow from Operating Activities</b>				
<b>Profit Before Tax</b>		<b>3,726.45</b>		3,206.70
<b>Adjustments for</b>				
Depreciation and Amortisation Expenses	<b>525.95</b>		385.04	
Finance Cost	<b>56.99</b>		64.90	
Foreign Exchange (Gain)/ Loss	<b>(154.16)</b>		102.35	
Loss/(Profit) on sale/dismantling of assets	<b>(10.44)</b>		5.35	
Interest & Dividend Income	<b>(259.78)</b>		(205.36)	
Sundry Balances written back	<b>(0.13)</b>		1.76	
Actuarial (losses) on post employment defined benefit plans	<b>(11.47)</b>		(57.12)	
Net (Gain) on sale / fair valuation of Investments	<b>(398.60)</b>	<b>(251.64)</b>	(87.96)	208.96
<b>Operating Profit Before Working Capital Changes</b>		<b>3,474.81</b>		3,415.66
<b>Working Capital Changes</b>				
<b>Adjustments for</b>				
(Increase)/Decrease in trade and other receivables	<b>225.51</b>		(542.29)	
(Increase)/Decrease Inventories	<b>(245.36)</b>		(1,174.29)	
Increase/ (Decrease) in trade and other payables	<b>(698.58)</b>	<b>(718.43)</b>	642.58	(1,074.00)
<b>Cash Generated from Operating Activities</b>		<b>2,756.38</b>		2,341.66
Direct taxes paid (Net of Refund)		<b>(917.83)</b>		(557.05)
<b>Net Cash from Operating Activities</b>		<b>1,838.55</b>		1,784.61
<b>B. Cash Flow from Investing Activities</b>				
Purchase of Property, Plant & Equipments and Intangible Assets	<b>(1,531.49)</b>		(2,428.53)	
Proceeds from sale of Tangible Assets	<b>189.83</b>		15.02	
Sale / Redemption / (Purchase) of Investments (Net)	<b>258.22</b>		(900.68)	
Payment of Security Deposit / EMD	<b>-</b>		1,050.00	
Changes in Bank balances other than cash equivalents	<b>61.09</b>		(38.58)	
Interest & Dividend Received	<b>253.53</b>		183.77	
<b>Net Cash (used in) Investing Activities</b>		<b>(768.85)</b>		(2,119.00)
<b>C. Cash Flow from Financing Activities</b>				
Proceeds from Borrowings (Net of Repayment)	<b>(218.45)</b>		888.28	
Payment of Dividend	<b>(1,048.73)</b>		(177.80)	
Lease liability payment	<b>(4.51)</b>		-	
Finance Cost	<b>(56.40)</b>		(52.82)	
<b>Net Cash from Financing Activities</b>		<b>(1,328.08)</b>		657.66
<b>Net increase in cash and cash equivalents</b>		<b>(258.36)</b>		323.28
<b>Cash and cash equivalents at the beginning of the year</b>		<b>535.24</b>		211.98
<b>Cash and cash equivalents at the end of the year</b>		<b>276.88</b>		535.24

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 Mahendra N. Shah & Co.**

Chartered Accountants  
FRN 105775W

**Chirag M. Shah**

Partner

Mem. No.: 045706

Place : Ahmedabad

Date : 30<sup>th</sup> April, 2024

**For and on behalf of the Board**

**Viren C. Mirani**

Chairman & Managing Director

(DIN: 00044901)

**Shefali V. Mirani**

Executive Director

(Din: 03107547)

**Tanaya T. Daryanani**

Company Secretary

Mem. No. A37181

Place : Mumbai

Date : 30<sup>th</sup> April, 2024

**Ashwini Agarwal**

(DIN: 00362480)

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**Malay M. Khimji**

(DIN: 00402675)

**Bharati A. Mongia**

(DIN: 01858267)

Directors

**Vishakha H. Purohit**

Chief Financial Officer



**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024**

**a. Equity Share capital**

Particulars	(₹ in Lakhs)
Balance as at 31st March, 2022	709.23
Changes in equity share capital	-
Balance as at 31st March, 2023	709.23
Changes in equity share capital	-
<b>Balance as at 31st March, 2024</b>	<b>709.23</b>

**b. Other Equity**

(₹ in Lakhs)

Particulars	Reserves and Surplus				Total
	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	
<b>Balance at 1st April, 2022</b>	630.26	230.77	8,195.28	1,705.05	10,761.37
Net Profit for the year	-	-	-	2,389.96	2,389.96
Other Comprehensive Income for the year (net of tax)	-	-	-	(42.74)	(42.74)
<b>Total Comprehensive Income for the year</b>	-	-	-	<b>2,347.22</b>	<b>2,347.22</b>
Dividend (Refer Note No. 17.7)	-	-	-	(177.31)	(177.31)
Transferred to General Reserve	-	-	100.00	-	100.00
Transferred from Retained Earnings	-	-	-	(100.00)	(100.00)
<b>Balance at 31st March, 2023</b>	<b>630.26</b>	<b>230.77</b>	<b>8,295.28</b>	<b>3,774.95</b>	<b>12,931.27</b>
<b>Balance at 1st April, 2023</b>	<b>630.26</b>	<b>230.77</b>	<b>8,295.28</b>	<b>3,774.95</b>	<b>12,931.27</b>
Net Profit for the year	-	-	-	2,838.86	2,838.86
Other Comprehensive Income for the year (net of tax)	-	-	-	(8.58)	(8.58)
<b>Total Comprehensive Income for the year</b>	-	-	-	<b>2,830.28</b>	<b>2,830.28</b>
Dividend (Refer Note No. 17.7)	-	-	-	(1,063.85)	(1,063.85)
Transferred from Retained Earnings	-	-	-	(100.00)	(100.00)
Transferred to General Reserve	-	-	100.00	-	100.00
<b>Balance at 31st March, 2024</b>	<b>630.26</b>	<b>230.77</b>	<b>8,395.28</b>	<b>5,441.38</b>	<b>14,697.70</b>

Loss of ₹ 8.58 Lakh and Gain of ₹ 42.74 Lakh on remeasurement of defined employee benefit plans (net of tax) is recognised as a part of retained earnings for the years ended 31<sup>st</sup> March, 2024 and 31<sup>st</sup> March, 2023 respectively.

As per our attached report of even date  
**For Mahendra N. Shah & Co.**  
Chartered Accountants  
FRN 105775W

**Chirag M. Shah**  
Partner  
Mem. No.: 045706  
Place : Ahmedabad  
Date : 30<sup>th</sup> April, 2024

**For and on behalf of the Board**

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Directors

**Vishakha H. Purohit**  
Chief Financial Officer



## 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 703/704, Shilp, Nr. Municipal Market, C.G. Road, Navrangpura, Ahmedabad-380009.

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 30<sup>th</sup> April, 2024.

### [B] MATERIAL 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) Functional currency

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

##### (v) 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.





## Note to Financial Statement for the year ended 31<sup>st</sup> March 2024

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, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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 categorization (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.



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

Capital work in progress is stated at cost incurred during the construction/installation period relating to items or projects in progress.

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 for which based on an independent technical evaluation, life has been estimated as 18 years (on multiple shift basis). Life for plant and machinery for solar project has been estimated as 25 years based on technical evaluation done by the management's expert in order to reflect the actual usage of the asset.

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	18/25 years
Furniture and Fixtures	10 Years
Office Equipment	3 to 5 Years
Vehicles	8 Years
Laboratory Equipment	10 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 amortization / 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 software are recognized as expense as and when incurred.

Amortization method and useful life

The Company amortizes computer software and other intangible assets 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



## Note to Financial Statement for the year ended 31<sup>st</sup> March 2024

### 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. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under Ind AS 115.

#### ➤ 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.



## Note to Financial Statement for the year ended 31<sup>st</sup> March 2024

### 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



## **Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

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) Lessee**

**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 recognises the lease payments associated with these leases as 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 expected 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



## Note to Financial Statement for the year ended 31<sup>st</sup> March 2024

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.

### s) 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.

### t) 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.

Note to Financial Statement for the year ended 31<sup>st</sup> March 2024

Notes forming part of financial statements

2. Property, Plant & Equipment

Particulars	Right-of-use Leasehold Land	Freehold Land	Building	Plant and Equipment	Furniture, Fixtures & Office Equipments	Vehicles	Laboratory Equipment	Total
<b>Gross Carrying Value</b>								
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
Additions	0.04	166.63	29.68	1,810.92	15.50	270.91	1.32	2,295.00
Deduction & Adjustment	-	-	-	379.05	26.53	-	1.87	407.45
<b>Balance as at 31st March, 2023</b>	<b>21.04</b>	<b>171.09</b>	<b>2,045.80</b>	<b>11,429.85</b>	<b>144.60</b>	<b>818.99</b>	<b>53.50</b>	<b>14,684.89</b>
Additions	-	-	183.88	951.66	34.75	398.32	-	1,568.61
Deduction & Adjustment	-	-	-	-	-	255.68	-	255.68
<b>Balance as at 31st March, 2024</b>	<b>21.04</b>	<b>171.09</b>	<b>2,229.68</b>	<b>12,381.51</b>	<b>179.35</b>	<b>961.63</b>	<b>53.50</b>	<b>15,997.82</b>
<b>Accumulated Depreciation</b>								
Balance as at 31st March, 2022	5.21	-	984.52	7,395.27	122.80	147.60	38.39	8,693.79
Depreciation for the year	0.21	-	44.02	253.58	9.91	75.55	1.71	384.98
Deduction & Adjustment	-	-	-	360.10	25.21	-	1.77	387.08
<b>Balance as at 31st March, 2023</b>	<b>5.42</b>	<b>-</b>	<b>1,028.54</b>	<b>7,288.75</b>	<b>107.50</b>	<b>223.15</b>	<b>38.33</b>	<b>8,691.69</b>
Depreciation for the year	0.21	-	46.93	357.44	12.11	102.87	1.76	521.32
Deduction & Adjustment	-	-	-	-	-	76.29	-	76.29
<b>Balance as at 31st March, 2024</b>	<b>5.63</b>	<b>-</b>	<b>1,075.47</b>	<b>7,646.19</b>	<b>119.61</b>	<b>249.71</b>	<b>40.09</b>	<b>9,136.72</b>
<b>Net carrying amount</b>								
Balance as at 31st March, 2023	15.62	171.09	1,017.26	4,141.10	37.10	595.85	15.17	5,993.20
Balance as at 31st March, 2024	15.41	171.09	1,154.21	4,735.32	59.74	711.92	13.41	6,861.12

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 Property, Plant & Equipment / Intangible assets.

2.3 Right-of-Use Asset

Particulars	Amount
Add: Additions during the year	-
Less: Depreciation provided during the year	-
Balance as at March 31, 2023	-
<b>Initial Recognition as at July, 2023</b>	<b>16.00</b>
Less: Depreciation provided during the year	3.89
<b>Balance as at March 31, 2024</b>	<b>12.11</b>





3. Capital Work in Progress

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Projects in progress	180.37	438.29
<b>Total</b>	<b>180.37</b>	<b>438.29</b>

3.1 Details of Capital Work-in-Progress Ageing :

Ageing of Capital Work-in-Progress as at 31<sup>st</sup> March, 2024 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	180.37	-	-	-	180.37

Ageing of Capital Work-in-Progress as at 31<sup>st</sup> March, 2023 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	438.29	-	-	-	438.29

4. Intangible Assets

Particulars	Technical Know How	Website Development & Softwares	Total
<b>Gross Carrying Value</b>			
Balance as at 31st March, 2022	309.74	-	309.74
Additions	-	1.50	1.50
Deduction & Adjustment	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>309.74</b>	<b>1.50</b>	<b>311.24</b>
Additions	-	1.85	1.85
Deduction & Adjustment	-	-	-
<b>Balance as at 31st March, 2024</b>	<b>309.74</b>	<b>3.35</b>	<b>313.09</b>
<b>Accumulated Depreciation</b>			
Balance as at 31st March, 2022	309.74	-	309.74
Depreciaton for the year	-	0.06	0.06
Deduction & Adjustment	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>309.74</b>	<b>0.06</b>	<b>309.80</b>
Depreciaton for the year	-	0.74	0.74
Deduction & Adjustment	-	-	-
<b>Balance as at 31st March, 2024</b>	<b>309.74</b>	<b>0.80</b>	<b>310.54</b>
<b>Net carrying amount</b>			
Balance as at 31st March, 2023	-	1.44	1.44
Balance as at 31st March, 2024	-	2.55	2.55



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

**5. Investments (Non-Current)**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Investments measured at Amortized Cost</b>		
Investments in Debentures, Bonds & Preference Shares (Unquoted)	1,736.23	1,622.89
National Savings Certificate	0.06	0.06
<b>Investments measured at Fair Value through Profit &amp; Loss</b>		
Investments in Debentures (Unquoted)	54.56	314.30
In Unquoted Equity Shares (Fully Paid Up)	-	0.60
<b>Total Non Current Investments</b>	<b>1,790.85</b>	<b>1,937.85</b>
Aggregate Book Value of Quoted Investments	-	-
Aggregate Market Value of Quoted Investments	-	-
Aggregate Value of Unquoted Investments	1,790.85	1,937.85
Aggregate amount of impairment in value of Investments	-	-

**6. Other Financial Assets (Non current)**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured, Considered Good</b>		
Security Deposits	25.03	20.28
Fixed Deposits with Banks (held as margin money / lien against Over Draft)	102.04	91.86
<b>Total</b>	<b>127.07</b>	<b>112.14</b>

**7. Other Non Current Assets**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured, Considered Good</b>		
Advances for Capital Goods	32.30	91.81
Prepaid Expenses	15.64	0.31
Balance with Gratuity Fund	35.30	6.36
<b>Total</b>	<b>83.24</b>	<b>98.48</b>

**8. Income Tax Asset (Net)**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Advance Income Tax (net of Provision for Tax)	74.96	40.32
<b>Total</b>	<b>74.96</b>	<b>40.32</b>



**9. Inventories**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Raw Materials	530.96	732.11
Work in Progress	1,431.65	1,207.08
Finished Goods	1,936.87	1,797.99
Stock in Trade	20.81	18.68
Stores, Spares & Fuel	420.14	333.31
Packing Materials	9.79	15.42
Loose Tools	2.48	2.75
<b>Total</b>	<b>4,352.70</b>	<b>4,107.34</b>

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

**10. Investments (Current)**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Investments in Equity Shares</b>		
In Quoted Equity Shares, Fully Paid Up (measured at Fair Value Through Profit & Loss)	66.18	13.07
Investments in Mutual Funds (Quoted)		
Measured at Fair Value Through Profit & Loss	1,706.11	1,674.98
Investments in AIF & Other Funds (Unquoted)		
Measured at Fair Value Through Profit & Loss	827.75	624.61
<b>Total Current Investments</b>	<b>2,600.04</b>	<b>2,312.66</b>
Aggregate Book Value of Quoted Investments	1,772.29	1,688.05
Aggregate Market Value of Quoted Investments	1,772.29	1,688.05
Aggregate Value of Unquoted Investments	5.00	5.00
Aggregate amount of impairment in value of Investments	-	-

**11. Trade Receivables**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured, considered good</b>	<b>1,263.94</b>	<b>1,377.75</b>
<b>Total</b>	<b>1,263.94</b>	<b>1,377.75</b>

Refer Note No. 49 for ageing details of trade receivables.

**12. Cash and Cash Equivalents**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Balances with banks - in current / cash credit accounts	275.03	533.29
Cash on hand	1.85	1.95
<b>Total</b>	<b>276.88</b>	<b>535.24</b>



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

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

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unclaimed Dividend balances with banks	34.64	19.53
Fixed Deposits with banks*	271.83	358.20
<b>Total</b>	<b>306.47</b>	<b>377.73</b>

\* includes ₹ 271.83 Lakhs (P.Y. ₹ 358.20 Lakhs) held as margin money / lien against Over Draft.

**14. Loans (Current)** (₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured, Considered Good</b>		
Loans & Advances to Employees	11.33	10.18
Fixed Deposits with NBFC	-	50.00
<b>Total</b>	<b>11.33</b>	<b>60.18</b>

**15. Other Financial Assets (Current)** (₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured, Considered Good</b>		
Interest Receivable	61.23	54.98
Export Benefits Receivables	55.28	47.49
Other Receivables	38.16	2.92
<b>Total</b>	<b>154.67</b>	<b>105.39</b>

**16. Other current assets** (₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Unsecured, Considered Good</b>		
Advances to Suppliers	55.39	26.10
Prepaid expenses	18.39	60.99
Balance with Government Authorities	268.66	366.39
Balance with Gratuity Fund	-	43.87
<b>Total</b>	<b>342.44</b>	<b>497.35</b>

**17 Share capital**

PARTICULARS	As at 31st March, 2024		As at 31st March, 2023	
	Units	(₹ in Lakhs)	Units	(₹ in Lakhs)
<b>Authorised Share Capital :</b>				
Equity Shares of ₹ 10 each	12,500,000	1,250.00	12,500,000	1,250.00
<b>Issued &amp; Subscribed :</b>				
Equity Shares of ₹ 10 each	7,092,300	709.23	7,092,300	709.23
<b>Subscribed and Fully Paid Up</b>				
Equity Shares of ₹ 10 each	7,092,300	709.23	7,092,300	709.23
<b>Total</b>	<b>7,092,300</b>	<b>709.23</b>	<b>7,092,300</b>	<b>709.23</b>



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

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

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Equity shares</b>		
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

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

Name of the shareholder	As at 31st March, 2024		As at 31st March, 2023	
	No. of shares	% of Shareholding	No. of shares	% of Shareholding
Olive Speciality Services LLP	1,708,099	24.08%	1,708,099	24.08%
Viren C Mirani	1,266,444	17.86%	1,266,444	17.86%
Shefali V Mirani	821,389	11.58%	821,389	11.58%
Divyaprabha Chandrasinh Mirani	549,534	7.75%	549,534	7.75%

**17.3 Disclosure of Shareholding of Promoters**

Disclosure of shareholding of promoters as on 31/3/2024 is as follows :

Promoter Name	As at 31st March, 2024		As at 31st March, 2023		% Change during the year
	No. of Shares	% of holding	No. of Shares	% of holding	
Olive Speciality Services LLP	1,708,099	24.08%	1,708,099	24.08%	-
Viren C Mirani	1,266,444	17.86%	1,266,444	17.86%	-
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 31/3/2023 is as follows :

Promoter Name	As at 31st March, 2023		As at 31st March, 2022		% Change during the year
	No. of Shares	% of holding	No. of Shares	% of holding	
Olive Speciality Services Private Limited	-	-	1,708,099	24.08%	-24.08%
Olive Speciality Services LLP	1,708,099	24.08%	-	-	24.08%
Viren C Mirani	1,266,444	17.86%	1,262,459	17.80%	0.06%
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%	-



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

**17.4** 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.

**17.5** 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.

**17.6** The Company does not have any holding company or subsidiary company.

**17.7** Dividend on Equity Share :

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
<b>Dividend on equity shares declared and paid during the year</b>		
Dividend of ₹ 10 per share for FY 2023-24 (2022-23: ₹ 5 per share)	<b>1,063.85</b>	177.31
<b>Proposed dividend on equity shares not recognised as liability</b>		
Final dividend of ₹ 1 per share for FY 2023-24 (2022-23: ₹ 5 per share)	<b>70.92</b>	354.62

**18. Other Equity**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Capital Reserve</b>		
- As per last Balance Sheet	<b>630.26</b>	630.26
<b>Capital Redemption Reserve</b>		
- As per last Balance Sheet	<b>230.77</b>	230.77
<b>General Reserve</b>		
(a) As per last Balance Sheet	<b>8,295.28</b>	8,195.28
(b) <b>Additions :</b>	<b>100.00</b>	100.00
Transfer from Retained Earnings		
(c) Closing Balance	<b>8,395.28</b>	8,295.28
<b>Retained Earnings</b>		
(a) As pr last Balance Sheet	<b>3,774.95</b>	1,705.05
(b) <b>Additions :</b>		
- Net Profit for the Year	<b>2,838.86</b>	2,389.96
- Other Comprehensive Income (Net of tax)	-	-
	<b>2,838.86</b>	2,389.96
(c) <b>Deductions :</b>		
- Dividend	<b>1,063.85</b>	177.31
- Other Comprehensive Loss (Net of tax)	<b>8.58</b>	42.74
- Transfer to General Reserve	<b>100.00</b>	100.00
	<b>1,172.43</b>	320.05
(d) <b>Closing Balance</b>	<b>5,441.39</b>	3,774.95
<b>TOTAL</b>	<b>14,697.70</b>	12,931.27



**18.1 Nature and purpose of reserves**

**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.

**19. Borrowings (Non-Current)**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Secured</b>		
Term Loan from Bank	563.08	783.04
<b>Total</b>	<b>563.08</b>	<b>783.04</b>

**19.1 Details of Security and Repayment Terms**

Nature of Security	Terms of Repayment & Interest
Foreign Currency Term loan (FCTL) from DBS Bank India Limited having outstanding balance as on 31st March, 2024 amounting to Euro 8,77,100 (31st March, 2023 - Euro 11,27,700) are secured by way of -	FCTL is repayable in 20 quarterly installments starting from December 2022.
a) exclusive charge on immovable fixed assets (land and building) situated at Plot No. 1A, Vapi Industrial Area, GIDC Industrail Estate, NH No. 8, Village Vapi, Taluka : Pardi, Dist.: Valsad - 396195 (Gujarat);	Rate of interest :- 5.30%
b) exclusive charge on the moveable assts funded by FCTL.	

**20. Provisions (Non-Current)**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
(a) Provision for Employee Benefits:		
- Leave Encashment (unfunded)	-	665.44
(b) Others :		
- Provision for Others	27.95	27.95
<b>Total</b>	<b>27.95</b>	<b>693.39</b>



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

**21. Deferred Tax Liabilities (Net)**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Deferred Tax Liabilities</b>		
Depreciation and Amortization	677.20	579.03
<b>Total Deferred Tax Liabilities (A)</b>	<b>677.20</b>	<b>579.03</b>
<b>Deferred Tax Assets</b>		
Provision for Employee Benefits (net)	53.10	113.25
IND AS adjustment relating to fair valuation & Others	(18.54)	4.37
<b>Total Deferred Tax Assets (B)</b>	<b>34.56</b>	<b>117.62</b>
<b>Net Deferred Tax Liabilities ((A)-(B))</b>	<b>642.64</b>	<b>461.41</b>

**22. Borrowings (Current)**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Secured</b>		
Current maturities of long term borrowings (Refer Note 19.1)	225.23	223.72
<b>Total</b>	<b>225.23</b>	<b>223.72</b>

**23. Trade Payables**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Total outstanding dues of micro and small enterprises	357.14	829.94
Other Trade Payables	483.23	580.57
<b>Total</b>	<b>840.37</b>	<b>1,410.50</b>

Refer Note 44 for disclosure pursuant to Micro, Small and Medium Enterprises Development Act, 2006.

Refer Note No. 50 for ageing details of trade payables.

**24. Other Financial Liabilities (Current)**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Creditors for Capital Goods*	44.25	322.70
Unpaid Dividend	34.64	19.53
Security Deposit	2.35	2.50
Interest Payable	1.28	1.63
Other Liabilities	-	2.50
<b>Total</b>	<b>82.52</b>	<b>348.86</b>

\* includes ₹ 32.34 Lakhs due to micro and small suppliers





25. Other Current Liabilities

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Advances from Customers	215.03	172.68
Statutory Dues	6.63	24.59
Other Liabilities	152.03	-
<b>Total</b>	<b>373.69</b>	<b>197.27</b>

26. Provisions (Current)

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>(a) Provision for employee benefits</b>		
- Leave Encashment (unfunded)	218.06	12.17
- Others	28.23	23.26
<b>(b) Other Provision</b>	<b>19.60</b>	<b>21.53</b>
<b>Total</b>	<b>265.89</b>	<b>56.96</b>

27. Current Tax Liabilities (Net)

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Current Tax Liabilities (Net)</b>		
Current Tax Liabilities (Net)	-	179.70
<b>Total</b>	<b>-</b>	<b>179.70</b>

28. Revenue from Operations

(₹ in Lakhs)

Particulars	2023-24	2022-23
Sale of Products (Refer Note 28.1)	19,466.17	19,427.97
<b>Other Operating Revenue</b>		
Export License Income	271.98	214.54
Sale of Sinews / Scrap	129.89	183.66
HCL Lifting Charges	432.11	690.53
Other Income	283.82	2.98
<b>TOTAL</b>	<b>20,583.97</b>	<b>20,519.68</b>

28.1 Details of producti-wise break up of sale

(₹ in Lakhs)

Name of Products	2023-24	2022-23
Gelatine	13,056.11	11,367.10
Di-Calcium Phosphate	4,266.13	4,674.68
Ossein	2,102.46	3,340.92
Fish Collagen	41.47	45.27
<b>TOTAL</b>	<b>19,466.17</b>	<b>19,427.97</b>



**29. Other Income**

(₹ in Lakhs)

Particulars	2023-24	2022-23
Interest Income	207.48	200.01
Dividend Income	52.30	5.35
Profit on sale / fair valuation of Investments (Net)	398.60	87.96
Profit In Sale Of Assets	10.44	-
Exchange Gain (loss) (net)	154.16	21.79
Sundry Balances Written back (net)	0.13	-
Miscellaneous Income	0.47	0.24
<b>Total</b>	<b>823.58</b>	<b>315.35</b>

**30. Cost of Materials Consumed**

(₹ in Lakhs)

Particulars	2023-24	2022-23
Opening Stock	732.11	444.09
Add : Purchases	8,882.79	9,707.41
Sub Total	9,614.90	10,151.50
Less : Closing Stock	530.96	732.11
<b>Total</b>	<b>9,083.94</b>	<b>9,419.39</b>

**31. Changes in Inventories of Finished goods, Work in Progress and Stock in trade**

(₹ in Lakhs)

Particulars	2023-24	2022-23
<b>Inventories at the beginning of the year</b>		
Finished Goods	1,797.99	837.41
Work in Progress	1,207.08	1,281.58
Stock in Trade	18.68	9.15
<b>Sub Total</b>	<b>3,023.75</b>	<b>2,128.14</b>
<b>Less : Inventories at the end of the year</b>		
Finished Goods	1,936.87	1,797.99
Work in Progress	1,431.65	1,207.08
Stock in Trade	20.81	18.68
<b>Sub Total</b>	<b>3,389.33</b>	<b>3,023.75</b>
<b>Net (Increase) in Inventories</b>	<b>(365.58)</b>	<b>(895.61)</b>

**32. Employee Benefit Expense**

(₹ in Lakhs)

Particulars	2023-24	2022-23
Salaries and Wages	1,124.84	1,197.20
Contribution to provident and other funds	96.07	83.64
Gratuity Expense (Refer Note 41)	38.46	29.45
Staff welfare expenses	15.42	10.60
<b>Total</b>	<b>1,274.79</b>	<b>1,320.89</b>



**33. Finance Costs**

(₹ in Lakhs)

Particulars	2023-24	2022-23
Interest Expense	56.99	31.73
Exchange differences to the extent considered as an adjustment to borrowing costs	6.92	18.86
Other Finance Cost	9.83	14.31
<b>Total</b>	<b>73.74</b>	<b>64.90</b>

**34. Depreciation and Amortisation Expense**

(₹ in Lakhs)

Particulars	2023-24	2022-23
Depreciation on Tangible Assets	521.32	384.98
Amortisation of Intangible Assets	0.74	0.06
Depreciation on ROU Asset	3.89	-
<b>Total</b>	<b>525.95</b>	<b>385.04</b>

**35. Other Expenses**

(₹ in Lakhs)

Particulars	2023-24	2022-23
Consumption of Stores	525.74	627.44
Labour Charges	593.07	582.01
Power and Fuel	2,902.50	3,005.89
Packing material Consumed	101.03	109.64
Repairs:-		
Machinery (including spares)	216.33	228.01
Building	59.71	44.13
Others	34.63	42.44
Advertisement & Sales Promotion Exps	36.22	54.98
Audit Fees (Refer Note 35.1)	8.50	6.50
CETP, Water & Effluent Treatment Charges	1,027.56	930.53
Commission on Sales	126.88	159.16
C.S.R. Expenses (Refer Note 38)	31.75	14.85
Director's Sitting Fees	8.05	7.75
Donation	1.00	0.25
Export Expense	211.03	389.28
Freight & Cartage & Cooliage	128.27	122.54
Insurance	82.33	77.60
Legal & Professional Fees	261.40	269.40
Loss on sale / Discard of Property, Plant & Equipment	-	5.35
Postage & Telegram	17.76	14.78
Rent, Rates and Taxes	31.77	28.95
Stationery and Printing Expenses	11.68	13.60
Travelling and conveyance Expenses	197.94	184.51
Sundry Balances written off (net)	0.00*	1.76
General Expenses	458.60	396.26
<b>Total</b>	<b>7,073.75</b>	<b>7,317.61</b>

\*indicates amount less than ₹ 1000



## 35.1 Auditor Remuneration &amp; Others

(₹ in Lakhs)

Particulars	2023-24	2022-23
As auditor :		
Audit Fees *	5.50	3.50
Tax audit fee	2.00	2.00
Taxation matters		
Company law matters		
Other services	1.00	1.00
Reimbursement of expenses		
<b>Total</b>	<b>8.50</b>	<b>6.50</b>

\* Net of GST

## 36. Earnings Per Share

(₹ in Lakhs)

Earning Per share is calculated by dividing the Profit 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	2023-24	2022-23
Net Profit attributable to Equity Shareholders	2,838.86	2,389.96
Number of Equity Shares (Weighted Average)	7,092,300	7,092,300
Basic & Diluted Earnings Per Share (₹)	40.03	33.70
Nominal Value Per Share (₹)	10.00	10.00

## 37. Contingent Liabilities and Commitments

(₹ in Lakhs)

Particulars	2023-24	2022-23
<b>Contingent Liabilities:-</b>		
Claims against the company not acknowledged as debts in respect of HR related disputes	18.30	17.58
<b>Commitments:-</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advance)	82.31	270.47
Other Commitments	-	-



**38. Corporate Social Responsibility**

(₹ in Lakhs)

Particulars	2023-24	2022-23
1. Gross amount required to be spent by the Company during the year	31.70	14.50
2. Amount spent during the year		
(i) construction/acquisition of any asset		
(ii) on purposes other than (i) above	31.75	14.75
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	8.00	5.00
(ii) Promoting healthcare	23.75	3.75
(iii) Promoting education, healthcare and livelihood enhancement of the families of Covid 19 victims		-
(iv) Promoting environment sustainability	-	6.00
(v) Promoting education relating to culture	-	0.10
7. CSR transactions with related parties	-	-

**39. Related Party Disclosures As Per Indian Accounting Standard-24**

**(a) Related Parties**

Key Management Personnel	Mr. Viren C. Mirani (Chairman & Managing Director) Mrs. Shefali V. Mirani (Executive Director) Ms. Vishakha H Purohit (C.F.O.) Ms. Tanaya T. Daryanani (Company Secretary)
Independent Directors	Mr. Shridhar N. Pittie Mr. Jayprakash M. Tiwari Mr. Malay M. Khimji Mrs. Bharati A Mongia
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 LLP Khimji Visram & Sons (Gujarat) Private Limited



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

**(b) Transactions with related parties:**

(₹ in Lakhs)

Particulars	Key Management Personnel & Relatives		Entities controlled by Directors or their Relatives		Independent Directors	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>Short term Employee Benefits (Refer Note 1)</b>						
Mr. Viren C. Mirani	727.00	303.00	-	-	-	-
Mrs. Shefali V. Mirani	147.00	123.00	-	-	-	-
Ms. Niyati V. Mirani	18.00	5.40	-	-	-	-
Mr. Nishant P. Odhvani	-	10.44	-	-	-	-
Ms. Vishakha H. Purohit	26.89	23.36	-	-	-	-
Ms. Tanaya T. Daryanani	19.80	12.45	-	-	-	-
<b>Sitting Fees</b>						
Mr. Shridhar N. Pittie	-	-	-	-	2.55	2.30
Mr. Jayprakash M. Tiwari	-	-	-	-	2.60	2.35
Mr. Malay M. Khimji	-	-	-	-	1.15	1.60
Mrs Bharati Mongia	-	-	-	-	1.75	1.50
<b>Dividend</b>						
Mr. Viren C. Mirani	189.96	31.56	-	-	-	-
Mrs. Shefali V. Mirani	123.05	20.53	-	-	-	-
Mr. Malay M. Khimji*	-	-	-	-	-	0.00
Mr. Jayprakash M. Tiwari*	-	-	-	-	-	0.00
Mrs. Divyaprabha C.Mirani	82.43	13.74	-	-	-	-
Chandrasinh H.Mirani (HUF)	1.77	0.30	-	-	-	-
Olive Speciality Services LLP	-	-	251.94	42.70	-	-
<b>Rent Expenses</b>						
Khimji Visram & Sons (Gujarat) Private Limited	-	-	6.00	5.85	-	-
<b>Rent Income</b>						
Olive Speciality Services LLP	-	-	0.24	0.24	-	-
<b>Purchase of goods / services</b>						
Kris Aero Services Private Limited	0.96	-	-	-	-	-

\* represents amounts less than ₹ 0.01 lakh

1. 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.
2. The above related party transactions have been reviewed periodically by the Board of Directors of the Company vis-à-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged/terms thereof and approved the same.



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

(c) Amount due to/(from) Related Parties :

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Key Management Personnel &amp; Relatives</b>		
Ms. Tanaya T. Daryanani	-	1.00

**40. 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.

**40.1 Information about Geographical Areas**

(₹ in Lakhs)

Particulars	2023-2024				
	Within India	Outside India			
		Far East	Europe	Others	Total
Revenue	6,298.76	6,394.87	2,955.99	4,934.36	20,583.97
Non Current Assets other than financial instruments, deferred tax assets	7,202.23	-	-	-	7,202.23

(₹ in Lakhs)

Particulars	2022-2023				
	Within India	Outside India			
		Far East	Europe	Others	Total
Revenue	7,492.27	7,719.56	3,474.80	1,833.04	20,519.68
Non Current Assets other than financial instruments, deferred tax assets	6,571.72	-	-	-	6,571.72

**40.2** 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	2023-24	2022-2023
Revenue from top customer	14,102.59	2,560.05
Revenue from customers contributing 10% or more to the Company's revenues from product sale	11,452.54	6,984.61



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

**41. 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	2023-2024	2022-2023
Employer's contribution to Provident Fund	93.58	81.28

**(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	2023-2024	2022-2023
Present value of obligation as at the beginning of the year	635.77	570.29
Interest Cost	47.03	39.53
Current Service Cost	43.87	37.47
Benefits Paid	(2.82)	(60.97)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	21.82	51.12
Actuarial (Gain)/Loss on arising from Experience Adjustment	(8.93)	(1.66)
Present value of obligation as at the end of the year	736.74	635.77

**ii) Reconciliation of opening and closing balances of fair value of plan assets**

(₹ in Lakhs)

Particulars	2023-2024	2022-2023
Fair Value of plan assets at the beginning of the year	686.00	662.09
Interest Income	52.44	47.54
Contributions by the employer	35.00	45.00
Benefits paid	(2.82)	(60.97)
Return on plan assets excluding amount included in net interest on the net defined benefit liability/(assets)	1.43	(7.66)
Fair Value of plan assets at the end of the year	772.04	686.00

**iii) Reconciliation of fair value of assets and obligations**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Fair Value of plan assets	772.04	686.00
Present value of obligation	736.74	635.77
Amount recognised in Balance Sheet [Surplus/(Deficit)]	35.30	50.23





iv) Expenses recognised during the year (₹ in Lakhs)

Particulars	2023-2024	2022-2023
<b>(A) In the Statement of Profit &amp; Loss</b>		
Current Service Cost	43.87	37.47
Net Interest Cost	(5.41)	(8.01)
<b>Total Included in 'Employee Benefit Expense'</b>	<b>38.46</b>	<b>29.45</b>
<b>(B) In Other Comprehensive Income</b>		
Components of Actuarial (Gain)/Losses on Obligations:		
Due to change in Financial Assumptions	21.82	51.12
Due to experience adjustments	(8.93)	(1.66)
Return on plan assets excluding amount included in net interest on the net defined benefit liability/(assets)	(1.43)	7.66
<b>Amount recognised in Other Comprehensive Income</b>	<b>11.47</b>	<b>57.12</b>

v) Investment Details :

Particulars	2023-2024	2022-2023
Insurance Company	100.00%	100.00%

vi) Actuarial Assumptions

Particulars	2023-2024	2022-2023
Mortality Table	IALM 2012-14 Ult.	
Discount Rate	7.25%	7.50%
Expected rate of return on plan assets	7.25%	7.50%
Withdrawal Rate	5 % to 1%	5 % to 1%
Rate of escalation in salary	9.00%	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 :

(₹ in Lakhs)

Particulars	2023-2024	2022-2023
<b>Sensitivity Level - Discount Rate</b>		
0.5% Increase	(42.80)	(37.69)
0.5% Decrease	46.35	40.91
<b>Sensitivity Level - Salary Escalation</b>		
0.5% Increase	43.10	37.72
0.5% Decrease	(40.30)	(35.14)
<b>Sensitivity Level - Withdrawal Rate</b>		
W.R. @ 110%	(0.80)	(0.60)
W.R. @ 90%	0.78	0.59



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

viii) Expected contribution to the defined benefit plan for the next reporting period - ₹ 50.34 Lakhs.

ix) The Weighted Average Duration (Years) as at valuation date is 12.23 years.

x) Maturity Profile of Defined Benefit Obligation

(₹ in Lakhs)

Expected Cashflows	2023-2024	2022-2023
Within 1 Year	23.48	17.53
Between 2 - 5 Years	135.37	118.90
Between 6 - 10 Years	174.51	157.93

**42. Financial Instruments - Fair Values & Risk Management**

**42.1. 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 31st March, 2024**

(₹ in Lakhs)

Particulars	Carrying Amount	Fair value		
		Level 1	Level 2	Level 3
<b>Financial assets at amortised cost:</b>				
Trade Receivables	1,263.94			
Cash and Cash Equivalents	276.88			
Bank Balances other than Cash and Cash Equivalents	306.47			
Investments	1,736.29			
Loans, Other Current & Non Current Financial Assets	293.07			
<b>Sub-total</b>	<b>3,876.65</b>	-	-	-
<b>Financial assets at fair value through profit or loss</b>				
Investments	2,654.60	1,772.29	882.31	-
<b>Sub-total</b>	<b>2,654.60</b>	<b>1,772.29</b>	<b>882.31</b>	-
<b>Total</b>	<b>6,531.25</b>	<b>1,772.29</b>	<b>882.31</b>	-
<b>Financial liabilities at amortised cost:</b>				
Borrowings	788.32	-	-	-
Trade Payables	840.37	-	-	-
Other financial liabilities	82.52	-	-	-
<b>Sub-total</b>	<b>1,711.21</b>	-	-	-
<b>Financial liabilities at fair value through profit or loss</b>				
<b>Sub-total</b>	-	-	-	-
<b>Total</b>	<b>1,711.21</b>	-	-	-



Particulars	Carrying Amount	Fair value		
		Level 1	Level 2	Level 3
<b>Financial assets at amortised cost:</b>				
Trade Receivables	1,377.75	-	-	-
Cash and Cash Equivalents	535.24	-	-	-
Bank Balances other than Cash and Cash Equivalents	377.73	-	-	-
Investments	1,622.95			
Loans, Other Current & Non Current Financial Assets	277.70	-	-	-
Sub-total	4,191.37	-	-	-
<b>Financial assets at fair value through profit or loss</b>				
Investments	2,627.56	1,688.05	938.91	0.60
<b>Sub-total</b>	2,627.56	1,688.05	938.91	0.60
<b>Total</b>	6,818.93	1,688.05	938.91	0.60
<b>Financial liabilities at amortised cost:</b>				
Borrowings	1,006.76	-	-	-
Trade Payables	1,410.51	-	-	-
Other financial liabilities	348.86	-	-	-
Sub-total	2,766.13	-	-	-
Financial liabilities at fair value through profit or loss	-	-	-	-
<b>Sub-total</b>	-	-	-	-
<b>Total</b>	2,766.13	-	-	-

## 42.2 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.

### 42.2.1. 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, 2024.

### 42.2.2 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.



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

**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.

(₹ in Lakhs)

Particulars	Borrowings	Trade Payables	Other Financial Liabilities	Total
<b>As at 31st March, 2024</b>				
Less than 1 year	225.23	840.37	82.52	1,148.12
1 to 5 years	563.08	-	-	563.08
<b>Total</b>	<b>788.32</b>	<b>840.37</b>	<b>82.52</b>	<b>1,711.21</b>
<b>As at 31st March, 2023</b>				
Less than 1 year	223.72	1,410.51	348.86	1,983.10
1 to 5 years	783.04	-	-	783.04
<b>Total</b>	<b>1,006.76</b>	<b>1,410.51</b>	<b>348.86</b>	<b>2,766.13</b>

**42.2.3 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 31st March, 2024	As at 31st March, 2023	As at 31st March, 2024	As at 31st March, 2023
<b>Financial Assets</b>	8.26	8.57	1.41	4.33
Less : Hedging	8.26	8.57	-	-
	-	-	1.41	4.33
<b>Financial Liabilities</b>	-	-	8.77	11.27
Net Exposure	-	-	(7.36)	(6.94)

**Sensitivity Analysis**

Particulars	Impact on PAT		Impact on PAT	
	As at 31st March, 2024		As at 31st March, 2023	
	Increase	Decrease	Increase	Decrease
USD Sensitivity - 5%	-	-	-	-
Euro Sensitivity - 5%	(24.75)	24.75	(23.18)	23.18



**42.2.4 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 with floating interest rate as on 31st March, 2024.

**42.2.5 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.

(₹ in Lakhs)

Particulars	Impact on PAT	
	2023-2024	2022-2023
₹1.00 increase in price of Crushed Bone	(145.67)	(144.91)
₹ 1.00 decrease in price of Crushed Bone	145.67	144.91
₹ 1.00 increase in price of Lime	(59.55)	(39.50)
₹ 1.00 decrease in price of Lime	59.55	39.50

**43. 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.

The company monitors capital using gearing ratio, which is net debt divided by total equity plus debt.

(₹ in Lakhs)

Particulars	As at 31-03-2024	As at 31-03-2023
Borrowings	788.32	1,006.76
Less : Cash & Cash Equivalents	276.88	535.24
Net Debt (A)	511.43	471.52
Total Equity	15,406.93	13,640.50
Equity and Net Debt (B)	15,918.37	14,112.02
Gearing Ratio (A/B)	0.97	0.97

**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

**44. 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:

(₹ in Lakhs)

Particulars	2023-2024	2022-2023
The principal amount remaining unpaid to any supplier as at the end of each accounting year;*	357.14	856.52
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;	4.16	1.62
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	5.52	0.18
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.	-	4.16

\*includes ₹ 32.34 Lakhs (P.Y. ₹ 26.59 Lakhs) pertaining to creditors for capital goods.

The information regarding Micro or Small Enterprises has been determined on the basis of information available with the management.

45. 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 ₹ 4.98 lakhs (P.Y. ₹ 5.85 Lakhs).
46. 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.
47. Disclosures pursuant to Section 186 (4) of the Companies Act, 2013 :

Name of Company	Purpose of Loan	Amount Outstanding as on 31/3/2024	Maximum Outstanding during the year
Mahindra & Mahindra Limited	Working Capital	-	50.00
Mack Trading Company Limited	Working Capital	-	100.00

**48. Disclosure under Ind As 116 - Leases**

**48.1 Lease liabilities included in financial statements**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Current	4.98	-
Non-Current	7.46	-
<b>Total</b>	<b>12.44</b>	-



**48.2 Movement in Lease Liability during the year**

(₹ in Lakhs)

Particulars	2023-24	2022-23
Balance at the beginning of the year	-	-
Additions	16.00	-
Finance Cost accrued during the year	0.95	-
Payment of Lease Liabilities (including interest)	(4.50)	-
Balance at the end of the year	12.45	-

**48.3 Maturity Analysis of Undiscounted cash flow of the lease liability**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Less than one year	6.00	-
one to five years	8.00	-
More than 5 years	-	-

**48.4 Movement in Right to Use of Assets during the year**

(₹ in Lakhs)

Particulars	2023-24	2022-23
Balance at the beginning of the year	-	-
Addition during the year	16.00	-
Amortisation during the year	3.89	-
Balance at the end of the year	12.11	-

**49. Ageing of trade receivables**

Ageing of trade receivables outstanding as at 31st March, 2024 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	1,260.16	1.94	1.22	-	0.62	1,263.94
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						-
	1,260.16	1.94	1.22	-	0.62	1,263.94



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

Ageing of trade receivables outstanding as at 31st March, 2023 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	1,376.08	1.00	0.26	-	0.41	1,377.75
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	-	-	-	-	-	-
	1,376.08	1.00	0.26	-	0.41	1,377.75

**50. Ageing of trade payables**

Ageing of trade payables outstanding as at 31st March, 2024 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	357.14	-	-	-	357.14
Others	455.21	26.34	1.45	0.24	483.23
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
	-	-	-	-	840.37
Unbilled/Provision					36.72
<b>Total</b>	<b>812.35</b>	<b>26.34</b>	<b>1.45</b>	<b>0.24</b>	<b>877.09</b>

Ageing of trade payables outstanding as at 31st March, 2023 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	829.94	-	-	-	829.94
Others	460.05	3.03	0.67	1.97	465.72
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
	1,289.99	3.03	0.67	1.97	1,295.66
Unbilled/Provision					114.84
<b>Total</b>					<b>1,410.50</b>





**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

**51. Borrowing based on security of current assets**

Details of quarterly returns or statements of current assets filed by the Company with bank:

(₹ in Lakhs)

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-23	Stock	4,466.99	4,195.70	271.29	These differences are mainly due to following reasons:- a) provision of expenses being not considered in statements submitted to bank, b) exchange rate effects and change in grouping of trade receivables/ trade payables during the course of limited review; c) amounts of trade payables and trade receivables are shown net off advances to suppliers and advances from customers respectively in statements submitted to bank.
		Debtors	1,570.21	1,119.96	450.25	
		Creditors	1,157.00	1,157.00	-	
Development Bank of Singapore	Sep-23	Stock	4,433.84	4,433.84	-	
		Debtors	1,008.56	564.54	444.02	
		Creditors	1,289.63	880.56	409.06	
Development Bank of Singapore	Dec-23	Stock	4,654.41	4,632.09	22.32	
		Debtors	1,210.35	1,040.02	170.33	
		Creditors	902.60	902.60	-	
Development Bank of Singapore	Mar-24	Stock	4,352.70	Statement for March'24 is not submitted to bank till date of signing of financial statements		
		Debtors	1,263.94			
		Creditors	840.37			

**52. Income tax**

**52.1** The major component of income tax expense for the years ended 31st March, 2024 and 31st March, 2023 are :

**Statement of Profit and Loss**

(₹ in Lakhs)

Particulars	2023-2024	2022-2023
<b>Current tax</b>		
Current income tax	<b>708.86</b>	749.96
Adjustment in respect of income tax of previous year	<b>(5.37)</b>	3.94
<b>Deferred tax</b>		
Deferred tax expense	<b>184.11</b>	62.85
<b>Income tax expense reported in the statement of profit &amp; loss</b>	<b>887.60</b>	816.75

**OCI Section**

(₹ in Lakhs)

Particulars	2023-2024	2022-2023
<b>Deferred tax related to items recognised in OCI during the year</b>		
Income tax (Credit) on remeasurement of benefit plans	<b>(2.89)</b>	(14.38)
<b>Deferred tax charged to OCI</b>	<b>(2.89)</b>	(14.38)



**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

**52.2** Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended 31st March, 2024 and 31st March, 2023.

**A) Current tax** (₹ in Lakhs)

Particulars	2023-24	2022-23
Profit Before Tax	3,726.45	3,206.70
Other Comprehensive Income	(11.47)	(57.12)
<b>Total</b>	<b>3,714.98</b>	<b>3,149.58</b>
Tax @ 25.168% - (A)	934.99	792.69
Adjustment		
Non deductible expenses	156.21	4.24
Income exempt from tax	-	(1.54)
Adjustment in respect of income tax of previous year	(5.37)	3.94
Others	(201.11)	3.04
<b>Total Tax Expenses</b>	<b>884.71</b>	<b>802.37</b>
<b>At the Effective Income Tax Rate</b>	<b>23.81%</b>	<b>25.48%</b>

**B) Deferred tax** (₹ in Lakhs)

Particulars	Balance Sheet		Statement of Profit and Loss	
	As at 31st March, 2024	As at 31st March, 2023	2023-2024	2022-2023
<b>Deferred tax liabilities / (assets)</b>				
On account of depreciation / amortisation	677.20	579.03	98.17	46.21
On account of Expenditure charged to the statement of profit and loss but allowable on payment basis for tax purpose	(53.10)	(113.25)	60.15	4.86
On account of Fair valuation of Investments & Foreign Exchange Loss	18.54	(4.37)	22.91	(2.59)
Deferred tax (expense)/income			<b>181.23</b>	48.48
Deferred tax liabilities / (assets)	<b>642.64</b>	461.42	-	-
<b>Reflected in the balance sheet as follows</b>				
Deferred tax assets	(34.56)	(117.62)	-	-
Deferred tax liabilities	677.20	579.03	-	-
Deferred tax liabilities / (assets) - net	<b>642.64</b>	461.42	-	-

(₹ in Lakhs)

Reconciliation of deferred tax liabilities / (assets), net	As at 31st March, 2024	As at 31st March, 2023
Opening balance	461.42	412.94
Tax income/(expense) during the period recognised in profit or loss	184.11	62.85
Tax income/(expense) during the period recognised in OCI	(2.89)	(14.38)
<b>Closing balance</b>	<b>642.64</b>	461.42



**INDIA GELATINE & CHEMICALS LIMITED**

**Note to Financial Statement for the year ended 31<sup>st</sup> March 2024**

**53. Key Ratio Analysis**

(₹ in Lakhs)

Sr. No	Ratio	Amount as on 31st March 2024	Ratio as on 31st March 2024	Amount as on 31st March 2023	Ratio as on 31st March 2023	Variance	Reason for variance
1	<b>Current Ratio</b>						
	Current Assets	9,308.47	5.19	9,373.64	3.88	33.89%	This is mainly due to decreasing in the Current Liability of the company
	Current Liabilities	1,792.68		2,417.02			
2	<b>Debt-to-equity Ratio</b>						
	Total Borrowings	788.32	0.05	1,006.76	0.07	-30.68%	This is mainly due to company has paid the borrowings and no new loan has been taken by the company
	Shareholder's Equity	15,406.93		13,640.50			
3	<b>Debt Service Coverage Ratio</b>						
	Net profit after tax + Finance Costs + Non-cash Items	3,438.55	11.50	2,845.24	16.23	-29.19%	This is mainly due to company's EBIDTA has increased and also payment of FCTL has also increased
	Interest and Principal Repayments	299.11		175.26			
4	<b>Return on Equity Ratio</b>						
	Net Profit After Tax	2,838.86	19.55%	2,389.96	19.04%	2.69%	No major variance
	Average Shareholder's Equity	14,523.72		12,555.55			
5	<b>Inventory Turnover Ratio</b>						
	Sales	20,028.17	4.60	20,302.16	4.94	-6.91%	No major variance
	Average Inventory	4,352.70		4,107.34			
6	<b>Receivables Turnover Ratio</b>						
	Net Credit Sales	20,028.17	15.16	20,302.16	16.05	-5.54%	No major variance
	Average Accounts Receivable	1,320.85		1,264.78			
7	<b>Payables Turnover Ratio</b>						
	Net Credit Purchases + Other Expenses	15,971.05	14.19	17,041.13	15.27	-7.08%	No major variance
	Average Trade Payables	1,125.44		1,115.85			
8	<b>Net Capital Turnover Ratio</b>						
	Net Sales	20,028.17	2.66	20,302.16	2.92	-8.69%	No major variance
	Working Capital	7,515.79		6,956.61			
9	<b>Net Profit Ratio</b>						
	Profit After Tax	2,838.86	14.17%	2,389.96	11.77%	20.41%	No major variance
	Net Sales	20,028.17		20,302.16			
10	<b>Return on Capital employed Ratio</b>						
	EBIT	3,800.19	22.57%	3,271.60	21.65%	4.23%	No major variance
	Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liabilities)	16,837.89		15,108.67			



Note to Financial Statement for the year ended 31<sup>st</sup> March 2024

(₹ in Lakhs)

Sr. No	Ratio	Amount as on 31st March 2024	Ratio as on 31st March 2024	Amount as on 31st March 2023	Ratio as on 31st March 2023	Variance	Reason for variance
<b>11</b>	<b>Return on investment Ratio</b>						
(a)	Mutual Fund Investments						This is mainly due to company has booked the profit and also increased their investment so because of it Fairvaluation Profit has also increased
	Gain on sale / fair valuation of Mutual Fund	453.43	18.76%	71.09	3.40%	451.13%	
	Average investment in Mutual Funds	2,416.73		2,088.31			
(b)	Fixed Income Investments (FD, Bonds, Debentures & Preference Shares)						
	Interest Income + Profit on redemption	181.79	7.90%	215.48	10.08%	-21.61%	
	Average investment in Fixed Income investments	2,300.95		2,138.00			
(c)	Quoted Equity Instruments Investments						
	Fair valuation of quoted investment + Dividend Income	24.34	61.41%	6.69	68.63%	-10.52%	

- 54** 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.
- 55** 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 30th April, 2024 there was no subsequent event to be recognised or reported that are not already disclosed elsewhere in these Financial Statements.
- 56** 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.
- 57** The Company does not have any transactions with companies struck off.
- 58** The Company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.
- 59** The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- 60** 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).
- 61** 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.



- 62** 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:
- (a) 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
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 63** 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 Mahendra N. Shah & Co.**  
Chartered Accountants  
FRN 105775W

**Chirag M. Shah**  
Partner  
Mem. No.: 045706  
Place : Ahmedabad  
Date : 30<sup>th</sup> April, 2024

**For and on behalf of the Board**

**Viren C. Mirani**  
Chairman & Managing Director  
(DIN: 00044901)  
**Shefali V. Mirani**  
Executive Director  
(Din: 03107547)  
**Tanaya T. Daryanani**  
Company Secretary  
Mem. No. A37181  
Place : Mumbai  
Date : 30<sup>th</sup> April, 2024

**Ashwini Agarwal**  
(DIN: 00362480)  
**Vaibhav S. Pittie**  
(DIN: 07643342)  
**Malay M. Khimji**  
(DIN: 00402675)  
**Bharati A. Mongia**  
(DIN: 01858267)  
Directors

**Vishakha H. Purohit**  
Chief Financial Officer



**If undelivered, please return to :**

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](mailto:rnt.helpdesk@linkintime.co.in)

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