



# Nitta Gelatin India Limited

(Formerly Kerala Chemicals and Proteins Limited)

Joint venture of Kerala State Industrial Development Corporation Ltd. and Nitta Gelatin Inc.

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## 1. MR. A K NAIR

Mr. A. K. Nair aged 71 years, is an Engineering Graduate and MBA. He has more than 46 years experience in senior managerial positions which includes a tenure as Managing Director of Kerala State Industrial Development Corporation Ltd. before serving two terms as Managing Director of NGIL beginning 01.04.1998. He is a Board member of many Public Limited Companies which includes Listed Companies, namely V Guard Industries Ltd. & Strides Arcolab Ltd.

Mr. A. K. Nair in the opinion of the Board is a person of integrity and possesses relevant expertise and fulfills the conditions for being appointed as an Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and he is independent of the management. He does not hold any equity shares in the Company by himself or for any other person any shares on a beneficial basis in the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. A. K. Nair as an Independent Director. The Company has also received declaration from Mr. A. K. Nair that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 besides his consent to act as a Director. He has also given a statement showing that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

## 2. MRS. RADHA UNNI

Mrs. Radha Unni, aged 65 years is qualified as MA, B.ed, CAIIB and a Banker by profession. She had career in Banking serving State Bank of India (SBI) spanning over 36 years, serving in many states under various capacities. She was involved in credit and project appraisal, besides overseeing Public issues and Debt placements. Mrs. Radha Unni retired as Chief General Manager, State Bank of India, Kerala Circle in December 2008. Mrs. Radha Unni is in the Board of Catholic Syrian Bank and Muthoot Capital Services Ltd. yet another listed Company.

Mrs. Radha Unni was appointed as an Additional Director at the Board Meeting dated 1 1.07.20 14 categorized as an Independent Director. Pursuant to the



provisions of Section 150 (2) her appointment as Independent Director should be approved by the Company at the General Meeting. In the opinion of the Board of Directors, Mrs. Radha Unni fulfills the conditions prescribed for being appointed as Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management. Directors are of the opinion that Mrs. Rada Unni is a person of integrity and possesses relevant expertise and experience. The Company has also received a Declaration from Mrs. Radha Unni that she meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 besides her consent to act as a Director. She has also given a statement showing that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

### **3. DR.K CHERIAN VARGHESE.**

Dr.K.Chcrian Varghese aged 73 Years, qualified as Post Graduate in science. An associate of Chartered Institute of Bankers, London, and has been conferred with "Role of Honour" of the Top fifty who passed the examination conducted world over in 1983 by the Chartered Institute of Bankers, London.

He had served as the CMD of Corporation Bank and Union Bank of India and Executive Director of Central Bank of India. He had served as the Chairman and CEO of South Indian Bank Ltd during the period 1991-1996. He also served as a member and Chairman of the Board for Industrial and Financial Reconstruction of Govt. of India. He holds a PhD in Commerce - Business Policy and Administration and is an Associate of the Chartered Institute of Bankers, London.

He was appointed as an Additional Director at the Board Meeting dated 08.09.2015 categorized as an Independent Director. Pursuant to the provisions of Section 150 (2) his appointment as Independent Director should be approved by the Company at the General Meeting. In the opinion of the Board of Directors, Mr. Chcrian Varghese fulfills the conditions prescribed for being appointed as Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. Directors were of the opinion that Dr.K.Chcrian Varghese is a person of integrity and possesses relevant expertise and experience. The Company has also received a Declaration from Dr. K Chcrian Varghese that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 besides his consent to act as a Director. He has also given a statement showing that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.



#### **4. MR. E. NANDAKUMAR**

Mr. E. Nandakumar aged 67 years, erstwhile Executive Director of BPCL - Kochi Refinery was appointed as an Independent Director at the Board meeting dated 29th October, 2018.

He is a Chemical Engineer and trained in Strategic Business Management at the Harvard University, USA had started his career with SAIL at their Bokaro Steel Plant. He has 30 years of experience with the petroleum industry with vast experience in Project Management, Operations, Business Development and Marketing. He has served as a Director on the Boards of Cochin Port Trust, Cochin International Airport Limited, Petronet CCK and as an Independent Director in the State PSU, Malabar Cements Ltd. He was a member of advisory panel of various statutory and non-statutory bodies and involved in framing many of the safety standards for the Hydrocarbon industry as part of the OISD. He had participated as member / leader in the safety audits of several refineries in India. He is involved with social initiatives like "Nanma" which is engaged in the capability enhancement of students from the economically backward section, Kochi Time Bank etc. Post superannuation, he worked for 3 years as a consultant in Vietnam.

Given his expertise and experience, Mr. E. Nandakumar was considered suitable for appointment as an Independent Director on the Board, in place of Mr. K. L. Kumar.

#### **5. MR. YOICHIRO SAKUMA**

Mr. Yoichiro Sakuma aged 64 years is a Bachelor of Philosophy and associated with NGI, Japan as an Independent Director. Earlier to that, he was Director and Executive Vice President of Nitto Denko Japan.

Mr. Naotoshi Umeno Independent Director tendered resignation from the Board on 04.08.2018. As per the extant Provisions of Law, the Company has to have at least 50% of Independent Directors on the Board. With the vacation of office by Mr. Naotoshi Umeno, there was this proposal before the Board for appointment of Mr. Yoichiro Sakuma as an Independent Director.



