

Presented on:

Before the National Company Law Tribunal, Bench, at Chennai
(Original Jurisdiction)

In the matter of the Companies Act, 2013

And

In the matter of Section 230 - 232 of the Companies Act, 2013

And

In the matter of Scheme of Merger and Amalgamation

Between

M/s Reva Proteins Ltd (Transferor Company)

And

M/s Nitta Gelatin India Ltd (Transferee Company)

Company Application No.CA/193/C.A.A/2018

M/s Nitta Gelatin India Ltd.

Rep.by its Company Secretary

Shri G. Rajesh Kurup:

Applicant

REPORT OF RESULT OF MEETING BY CHAIRMAN

A.K NAIR

CHAIRMAN APPOINTED FOR THE MEETING

Before the National Company Law Tribunal, Bench, at Chennai

(Original Jurisdiction)

FORM NO.CAA.4

(Pursuant to Rule 13(2) and Rule 14)

In the matter of the Companies Act, 2013

And

In the matter of Section 230 - 232 of the Companies Act, 2013

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Report of result of meeting by Chairperson:

I, A.K Nair, the Alternate Chairman appointed by this Hon'ble Tribunal to act as Chairman of the meeting of the Secured Creditors of the above named Company, summoned by notice dated 14th November,2018 served individually upon them on 23rd November,2018 by email and by advertisement dated the 26th November,2018 in Business Line (All India Edition in English Language) and in Mangalam (Kerala edition in Malayalam Language) on Thursday, 27th December,2018 at 12:00 Noon at Kerala Management Hall, Shihab Thangal Road, Panampilly Nagar,Ernakulam-



CHAIRMAN


682015 and which was adjourned for want of quorum to 3rd January, 2019 and held on 3rd January, 2019 at 12:00 Noon on the same venue do hereby report to this Hon'ble Tribunal as follows;

1. The said meeting was attended personally by 3 numbers of Secured Creditors of the Company entitled together to Rs. 39,35,44,578 value of debts representing 95% of the total value of debts of the Company. The quorum fixed by this Hon'ble Tribunal in respect of the meeting of the Secured Creditors was 2 (Two).
2. The Scheme of Merger and Amalgamation was read out and explained by me to the meeting and the questions submitted to the meeting was (i) whether the Secured Creditors of the Applicant Company agreed to the Scheme of Merger and Amalgamation between Reva Proteins Limited and the Applicant Company, submitted to the meeting and agreed thereto.
3. The Secured Creditors present and voted unanimously are of the opinion that Scheme of Merger and Amalgamation between Reva Proteins Limited and the Applicant Company should be approved and agreed to. YES Bank, a Secured Creditor also voted in favour of the Resolution but their votes had not been taken into account as they were not Secured Creditors as on the cut-off date.
4. The result of the voting upon the said questions was as follows;
(i) The under-mentioned Secured Creditors have voted unanimously in favour of the scheme of merger and amalgamation being adopted and carried into effect as per the Scrutiniser's Report enclosed herewith as Annexure A-1:



Sl No	Name of the Secured Creditor	Address	Value of Debts (In Rs as on 30.06.18)	Number of votes	Mode of Voting (Remote e-voting/Postal Ballot/Ballot at the venue)
1	State Bank of India	First Floor, Vankarath Towers, Bypass Junction, Palarivattom, Ernakulam-682 024	27,45,00,683	27,45,00,683	Ballot at the venue by its Authorised Representative
2.	HDFC Bank Limited	HDFC Bank House, Senapati Bapat, Marglower Parel, Mumbai 400013	2,21,03,777	2,21,03,777	Ballot at the venue by its Authorised Representative.
3	Canara Bank	Chittoor Road, Cochin-682 016	9,69,20,118	9,69,20,118	Ballot at the venue by its Authorised Representative.

Dated, this the 3rd day of January, 2019


A.K Nair

Chairman Appointed for the meeting

Enclosure: (i) Annexure A-1- Scrutiniser's Report for the voting of Secured Creditors.



SCRUTINISER'S REPORT

(Pursuant to the directions issued by National Company Law Tribunal, Chennai Bench, Chennai ("NCLT" or "Tribunal"), vide order dated 12th November, 2018 in the Company Application No.CA/193/CAA/2018)

To,

The Chairman of Tribunal Convened meeting of Secured Creditors ("Chairman")
Nitta Gelatin India Limited
(CIN: L24299KL1975PLC002691),
P.B No.4262, 54/1446, Panampilly Nagar P.O,
Kochi- 682036

Sub: Scrutiniser's Report with respect to voting by Secured Creditors of Nitta Gelatin India Limited through ballot at the venue of the meeting.

Dear Sir,

I, Abhilash Nedyalil Abraham, Company Secretary in Practice (M.No.22601;C.P No.14524), have been appointed by the Hon'ble National Company Law Tribunal, Chennai Bench, Chennai vide its order dated 12th November, 2018 as the Scrutinizer for the purpose of scrutinizing the voting by way of ballot in a fair and transparent manner, of the meeting of Secured Creditors of Nitta Gelatin India Limited convened by order of NCLT on 3rd January, 2019 at 12:00 P.M at Kerala Management Association, Shihab Thangal Road, Panampilly Nagar, Ernaulam-682015 pursuant to the provisions of the Companies Act, 2013, on the Resolution seeking approval of the Secured Creditors to the Scheme of merger and amalgamation of Reva Proteins Ltd with Nitta Gelatin India Ltd and their respective shareholders and creditors in terms of the Notice dated 14.11.2018 convening the said meeting. The said meeting was adjourned to 3rd January,2019 for want of quorum as no Secured Creditors have been turned up on the date pursuant to the provisions of the Companies Act,2013.





I do hereby submit my report with regard to the result of voting through ballot at the venue of the meeting adjourned as under;

1. The Company sought approval of Secured Creditors to the Scheme of merger and amalgamation of Reva Proteins Ltd with Nitta Gelatin India Ltd and their respective shareholders and creditors in terms of the Notice dated 14.11.2018 convening the said meeting on 27th December,2018.
2. The said meeting was adjourned by the Chairman to 3rd January,2019 as no Secured Creditors were turned up on the original date
3. As Scrutiniser, my responsibility is to ensure that voting process through poll by use of ballots are conducted in a fair and transparent manner and make a consolidated scrutinizers report of the total votes cast in favour or against the resolutions.
4. The cutoff date was 30th June, 2018 for the purpose of deciding the Secured Creditors entitled to vote through ballots at the venue of the meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated 14th November,2018 convening the meeting of the Secured Creditors of the Company along with relevant annexures setting out material facts under section 230(3) of the Companies Act,2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules,2016 was sent to the Secured Creditors in respect of the resolution to be passed at the meeting.
6. At the designated time when the adjourned meeting was called,3Nos of Secured Creditors were present so as to constitute quorum for the meeting. The chairman of the meeting at the end of the discussion on Thursday, 3rd January, 2019, at the venue of the NCLT convened meeting allowed voting by way of ballot for the Secured Creditors.

7. In compliance of the Rules, I have counted the votes cast by way of ballots on 3rd January, 2019 at 01:00 p.m in the presence of two witnesses and the ballot papers were diligently scrutinised.

1. Mr Harikrishnan
Bharathi Vilas,
Chowara P.O, Aluva,
Ernakulam- 683 571



2. Mr Kevin Sunny
Kunnel House, Perumpadavom P.O,
Elanji-686665



8. The ballot papers were reconciled with the records maintained by the Company and authorisations/proxies lodged with the Company.
9. The ballot forms which were incomplete, and/or which were otherwise found to be defective have been treated as invalid.
10. The result of the voting through ballot at the venue of the meeting seeking approval of the Secured Creditors of the Company is as under:

Resolution:

"Approval of (i) Scheme of merger and amalgamation of Reva Proteins Ltd with Nitta Gelatin India Ltd and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013"





(i) Voted in favour of the Resolution

Sl No	Name of the Secured Creditor	Address	Value of Debts (In Rs as on 30.06.18)	Number of votes	Mode of Voting (Remote e-voting/Postal Ballot/Ballot at the venue)
1	State Bank of India	First Floor, Vankarath Towers, Bypass Junction, Palarivattom, Ernakulam-682 024	27,45,00,683	27,45,00,683	Ballot at the venue by its Authorised Representative
2.	HDFC Bank Limited	HDFC Bank House, Senapati Bapat, Marglower Parel, Mumbai 400013	2,21,03,777	2,21,03,777	Ballot at the venue by its Authorised Representative.
3	Canara Bank	Chittoor Road, Cochin-682 016	9,69,20,118	9,69,20,118	Ballot at the venue by its Authorised Representative.

(ii) Voted against the Resolution

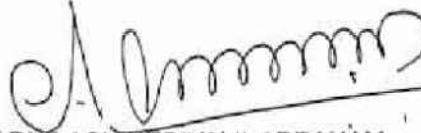
NIL

11. Details of Secured Creditors who voted in favour of the Resolution and the mode of voting is enclosed as Annexure -1.
12. YES Bank Ltd, Secured Creditor, who also voted in favour of the Resolution at the meeting and their votes had not been taken into account since as on the cut -off date they were not secured creditors.
13. The resolution stand passed with the requisite majority as specified under the Companies Act, 2013 read with Rules.



14. All relevant records and other incidental papers of poll by way of ballots were handed over to Shri G. Rajesh Kurup, Company Secretary for safe keeping.

Thanking You,
Yours faithfully



ABHILASH NEDIYALIL ABRAHAM
B.B.A, LL.B, A.C.S
Practising Company Secretary
M.No.22601, C.P.No. 14524
Bldg.No. 32/1721A, Pallisseri Kavala,
N.H. Bypass, Puthiya Road, Kochi-25



Place: Kochi

Date: 03/01/2019.

Countersigned by
For Nitta Gelatin India Limited



A.K Nair

Chairman appointed for the meeting

Annexure -1

The Secured Creditors voted in favour through ballot at the venue in person;

Sl No	Name of the Secured Creditor	Address	Value of Debts (In Rs as on 30.06.18)	Number of votes	Mode of Voting (Remote e-voting/Postal Ballot/Ballot at the venue)
1	State Bank of India	First Floor, Vankarath Towers, Bypass Junction, Palarivattom, Ernakulam-682 024	27,45,00,683	27,45,00,683	Ballot at the venue by its Authorised Representative
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