

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/192/C.A.A/2018

M/s Reva Proteins Limited

Rep.by its Company Secretary

Shri G. Rajesh Kurup:

Applicant

REPORT OF RESULT OF MEETING BY CHAIRMAN

VIJAYAN MENON

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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M/s Reva Proteins Limited

Rep.by its Company Secretary

Shri G. Rajesh Kurup:

Applicant

Report of result of meeting by Chairperson:

I, Vijayan Menon, the Alternate Chairman appointed by this Hon'ble Tribunal to act as Chairman of the meeting of the Unsecured Creditors of the above named Company, summoned by notice dated 14<sup>th</sup> November,2018 served individually upon them on 23<sup>rd</sup> November,2018 by email and by advertisement dated the 26<sup>th</sup> November,2018 in Business Line (All India Edition in English Language) and in Mangalam (Kerala edition in Malayalam Language) and held on Thursday,27<sup>th</sup> December,2018 at 4:30 p.m at Kerala

  
CHAIRMAN

Management Hall, Shihab Thangal Road, Panampilly Nagar, Ernakulam-682  
015 do hereby report to this Hon'ble Tribunal as follows;

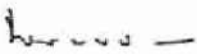
1. The said meeting was attended personally by 2 numbers of Unsecured Creditors of the Company entitled together to Rs 95,272.74 value of debts representing 0.06% of the total value of debts of the Company. The quorum fixed by this Hon'ble Tribunal in respect of the meeting of the Unsecured creditors was 5 (Five). At the designated time when the meeting was called, quorum was not there for the meeting. By virtue of the order of NCLT, the meeting had been adjourned by half an hour by the Chairman in order to constitute minimum quorum of 5 unsecured creditors and since no more creditors came and attended the meeting, the 2 numbers of creditors present in person is declared as constituting sufficient quorum for the meeting.
2. The Scheme of Merger and Amalgamation was read out and explained by me to the meeting and the question submitted to the meeting was whether the Unsecured 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 Unsecured Creditors present and voted unanimously are of the opinion that Scheme of Merger and Amalgamation between Applicant Company and the Nitta Gelatin India Limited should be approved and agreed to.
4. The result of the voting upon the said question was as follows;
  - (i) The under-mentioned Unsecured Creditors have voted unanimously in favour of the scheme of merger and amalgamation

  
CHAIRMAN

being adopted and carried into effect as per the Scrutiniser's Report enclosed herewith as Annexure A-1:

Sl No	Name of the Unsecured Creditor	Address	Value of Debts (In Rs as on 30.06.18)	Number of votes	Mode of Voting
1	Phosphates India	Pulluvazhy, Keezhillam, Perumbavoor, Ernakulam-682841	85,024.74	85,024.74	Ballot At The Venue by its authorised representative
2	PCI Pest Control of India	62/1116, Vinayaka, PB No.1730, M.G. Road, Kochi, Ernakulam	10,248	10,248	Ballot At The Venue by its authorised representative

Dated this the 28<sup>th</sup> day of December, 2018

  
Vijayan Menon  
Chairman Appointed for the meeting

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



CS ABHILASH NEDIYALIL ABRAHAM  
B.B.A, LL.B, A.C.S  
PRACTISING COMPANY SECRETARY

### SCRUTINISER'S REPORT

(Pursuant to the directions issued by National Company Law Tribunal, Chennai Bench, Chennai ("NCLT" or "Tribunal"), vide order dated 12<sup>th</sup> November, 2018 in the Company Application No. CA/192/CAA/2018)

To,

The Chairman of Tribunal Convened meeting of Unsecured Creditors ("Chairman")

Reva Proteins Limited

(CIN: U24295KL2009PLC024529),

P.B No.4262, 54/1446, Panampilly Nagar P.O,

Kochi-682036.

Sub: Scrutiniser's Report with respect to voting by Unsecured Creditors of Reva Proteins 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 12<sup>th</sup> November, 2018 as the Scrutiniser for the purpose of scrutinizing the voting by way of ballot in a fair and transparent manner, of the meeting of Unsecured Creditors of Reva Proteins Limited convened by order of NCLT and held on 27<sup>th</sup> December, 2018 at 4:30 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 Unsecured 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.





CS ABHILASH NEDIYALIL ABRAHAM  
B.B.A, LL.B, A.C.S  
PRACTISING COMPANY SECRETARY

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

1. The Company sought approval of unsecured 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.
2. As Scrutiniser, my responsibility is to ensure that voting process through postal ballot and 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.
3. The cut off date was 30.06.2018 for the purpose of deciding the Unsecured Creditors entitled to vote through ballots at the venue of the meeting on the resolution seeking their approval.
4. As confirmed by the Company, the Notice dated 14<sup>th</sup> November,2018 convening the meeting of the Unsecured 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 Unsecured Creditors in respect of the resolution to be passed at the meeting.
5. At the designated time when the meeting was called, quorum was not there for the meeting. By virtue of the order of NCLT, the meeting had been adjourned by half an hour by the Chairman in order to constitute minimum quorum of 5 unsecured creditor and since no more unsecured creditors came and attended the meeting, the 2 number of unsecured shareholders present in person is declared as constituting sufficient quorum for the meeting. The chairman of the meeting at the end of the discussion on 27<sup>th</sup> December, 2018, at the venue of the NCLT convened meeting allowed voting by way of ballot for the Unsecured Creditors.





6. In compliance of the Rules, I have counted the votes cast by way of ballots on 28.12.2018 at 10.30 A.M in the presence of two witnesses and the ballot papers were diligently scrutinised.

1. Mr. Arun K S,  
Kanniparambil House  
Thekkumbagam  
Tripunithura-682301

2. Ms. Gayathri M P  
Mekkara House  
TKS Road, Maradu  
Kochi - 682304

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





CS ABHILASH NEDIYALIL ABRAHAM  
B.B.A, LL.B, A.C.S  
PRACTISING COMPANY SECRETARY

## (i) Voted in favour of the Resolution

Number of Unsecured Creditors voted	Value of Debt (In Rupees)	% of Total number of valid votes cast	% of Total value of outstanding Unsecured debt as per opening balance of 30/06/2018
2	95,272.74	100%	0.06%

## (ii) Voted against the Resolution

Number of Unsecured Creditors voted	Value of Debt (In Rupees)	% of Total number of valid votes cast	% of Total value of outstanding Unsecured debt as per opening balance of 30/06/2018
Nil	Nil	Nil	Nil

## (iii) Invalid votes

Number of Unsecured Creditors voted	Value of Debt (In Rupees)	% of Total number of valid votes cast	% of Total value of outstanding Unsecured debt as per opening balance of 30/06/2018
Nil	Nil	Nil	Nil







CS ABHILASH NEDIYALIL ABRAHAM  
B.B.A, LL.B, A.C.S  
PRACTISING COMPANY SECRETARY

10. Details of the Unsecured Creditors who voted in favour of the resolution are enclosed as Annexure -1
11. The resolution stand passed with the requisite majority as specified under the Companies Act,2013 read with Rules.
12. 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: 28/12/2018.

Countersigned by  
For Reva Proteins Limited

Vijayan Menon

Chairman appointed for the meeting

# ANNEX-A-1

## Annexure -1

The unsecured creditors voted in favour through ballot at the venue in person;

Sl No	Name of the Unsecured Creditor	Address	Value of Debts (In Rs as on 30.06.18)	Number of votes	Mode of Voting
1	Phosphates India	Pulluvazhy, Keezhillam, Perumbavoor, Ernakulam-682841	85,024.74	85,024.74	Ballot At The Venue by its authorised representative
2	PCI Pest Control of India	62/1116, Vinayaka, PB No.1730, M.G. Road, Kochi, Ernakulam	10,248	10,248	Ballot At The Venue by its authorised representative

