

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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In the matter of Scheme of Merger and Amalgamation

Between

M/s Reva Proteins Ltd (Transferor Company)

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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:

I, Vijayan Menon, the Alternate Chairman appointed by this Hon'ble Tribunal to act as Chairman of the meeting of the Equity Shareholders of the above named Company, summoned by notice dated 14th November,2018 served individually upon them by 24th November,2018 by email as well as by post 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) and held on Thursday, 27th December,2018 at 2:30 p.m at Kerala Management Hall, Shihab Thangal Road, Panampilly Nagar, Ernakulam-682 015 do hereby report to this Hon'ble Tribunal as follows;



CHAIRMAN

1. The said meeting was attended personally by 2 numbers of Equity Shareholders of the Company entitled together to 1,88,60,520 numbers of Equity Shares having Rs. 18,86,05,200 value of the shares representing 100% of the total value of shares of the Company in the total Paid-up Share Capital of the Company. The quorum fixed by this Hon'ble Tribunal in respect of the meeting of the Equity Shareholders is 2 (Two).
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 Equity Shareholders of the Applicant Company agreed to the Scheme of Merger and Amalgamation of the Applicant Company with Nitta Gelatin India Limited and respective shareholders and creditors, submitted to the meeting and agreed thereto.
3. The Equity Shareholders present and voted are unanimously of the opinion that Scheme of Merger and Amalgamation between the Applicant Company and 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 equity shareholders have voted in favour of the scheme of merger and amalgamation being adopted and carried into effect as per the Consolidated Scrutiniser's Report enclosed herewith as Annexure A-1:


CHAIRMAN

Sl No	Name of Equity Shareholder	Address	No of Equity Shares held	Value (in Rs)	Number of votes	Mode of Voting (Postal Ballot/Ballot at the venue)
1.	Nitta Gelatin India Limited	54/1446, SBT Avenue, Panampilly Nagar, Cochin-682036	1,40,60,520	14,06,05,200	1,40,60,520	Ballot at the Venue by its authorised representative Mr. Masahiro Takeshita
2.	Nitta Gelatin Inc. Japan	4-4-26, Sakuragawa, Naniwa Ku, Osaka, Japan, 5560022	48,00,000	4,80,00,000	48,00,000	Ballot at the Venue by its authorised representative Mr. Parameswaran Sahasranaman

Dated this the 28th day of December, 2018


Vijayan Menon

Chairman Appointed for the meeting

Enclosures: (i) Annexure A-1- Consolidated Scrutiniser's Report for the voting of Equity Shareholders

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



CONSOLIDATED SCRUTINISER'S REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per 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/192/CAA/2018)

To,

The Chairman of Tribunal Convened meeting of Equity Shareholders ("Chairman")

Reva Proteins Limited

(CIN: U24295KL2009PLC024529),

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

Kochi-682036.

Sub: Consolidated Scrutiniser's Report with respect to voting by equity shareholders of Reva Proteins Limited through postal ballot and voting at the venue of the meeting by way of ballot

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 Scrutiniser for the purpose of scrutinizing the voting through postal ballot and voting at the venue by way of ballot in a fair and transparent manner, of the meeting of Equity Shareholders of Reva Proteins Limited convened by order of NCLT and held on 27th December, 2018 at 2.30 p.m at Kerala Management Association, Shihab Thangal Road, Panampilly Nagar, Ernaulam-682015 pursuant to the provisions of the Companies Act, 2013 read

1





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

with applicable Rules made thereunder, on the Resolution seeking approval of the equity shareholders to (i) 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.

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

1. The Company had sought approval of the equity shareholders of the Company on the Scheme of merger and amalgamation of Reva Proteins Ltd with Nitta Gelatin India Ltd and their respective shareholders and creditors
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 scrutiniser's report of the total votes cast in favour or against the resolutions.
3. The cut off date was Friday, 16th November, 2018 for the purpose of deciding the equity shareholders entitled to vote through postal ballot, poll by use of ballots at the venue of the meeting on the resolution seeking their approval.
4. The postal ballot period commenced on Tuesday, 27th November, 2018 at 9:00 a.m and ended on Wednesday 20th December, 2018 at 5:00 p.m.
5. As confirmed by the Company, the Notice dated 14th November, 2018 convening the meeting of the equity shareholders 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 equity shareholders in respect of the resolution to be passed at the meeting.





6. The equity shareholders were required to send the postal ballot form duly completed on or before 5:00 p.m on 26th December,2018.
7. At the designated time when the meeting was called, 2 (Two) shareholders were present so as to meet the quorum requirement. The Chairman of the meeting at the end of the discussion on 27th December, 2018, at the venue of the NCLT convened meeting allowed voting by bay of ballot for all those shareholders who were present at the meeting but had not cast their vote by postal ballot.
8. In compliance of the Rules, I have unblocked the votes cast through postal ballot and poll by way of ballots on 28.12.2018 at 09:30 a.m in the presence of two witnesses.
 1. Mr. Arun K.S
 Kanniparambil House
 Thekkumbagam,
 Thripunithura-682301
 2. Ms. Gayathri M P
 Mekkara House
 TKS Road, Maradu
 Kochi - 682304
9. The postal ballot forms and ballots at the venue of the meeting, which were incomplete, and/or which were otherwise found to be defective have been treated as invalid.
10. The consolidated result of the voting through ballot forms received, together with that of the Poll by way of ballots at the venue of the meeting seeking approval of the equity shareholders of the Company is as under:





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

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	18860520	100

(ii) Voted against the Resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes

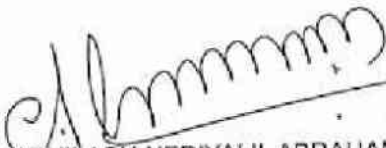
Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil





11. Details of shareholders who have voted in favour of the resolutions and their mode of voting are enclosed as Annexure-1.
12. The resolution stand passed with the requisite majority as specified under the Companies Act, 2013 read with Rules.
13. All relevant records and other incidental papers of remote voting, postal ballot and poll by way of ballots were handed over to Shri G.Rajesh Kurup, Company Secretary for safe keeping.

Thanking You,
Yours faithfully

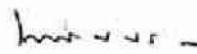

ABHILASH NEDIYALIL ABRAHAM
B.B.A, LL.B, A.C.S
Practising Company Secretary
M.No.22601, C.P.No. 14524
Bldg.No. 32/1721A, Pallisseri Kavala,
N.H. Byepass, Puthiya Road, Kochi-25



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 equity shareholders voted in favour through ballot at the venue in person:

Sl No	Name of Equity Shareholder	Address	No of Equity Shares held	Value (in Rs)	Number of votes	Mode of Voting (Postal Ballot/Ballot at the venue)
1.	Nitta Gelatin India Limited	54/1446, SBT Avenue, Panampilly Nagar, Cochin-682036	1,40,60,520	14,06,05,200	1,40,60,520	Ballot at the Venue by its authorised representative Mr. Masahiro Takeshita
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