

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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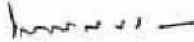
Report of result of meeting by Chairperson:

I, Vijayan Menon, the Alternate Chairman appointed by this Hon'ble Tribunal to act as Chairman of the meeting of the Preference Shareholders 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) and held on Thursday, 27th December,2018 at 3:30 p.m at Kerala Management Hall, Shihab Thangal Road, Panampilly Nagar, Ernakulam - 682015 do hereby report to this Hon'ble Tribunal as follows;



CHAIRMAN

1. The said meeting was attended by the Sole Preference Shareholder by its Authorised Representative entitled to 1,25,00,000 number of Preference Shares having a value of Rs 12,50,00,000 representing 100% of the total paid-up value of Preference shares of the Company. The quorum fixed by this Hon'ble Tribunal in respect of the meeting of the Preference Shareholders is 1 (One).
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 Preference 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 Sole member representing 100% of the Preference shareholders is 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 Sole Preference shareholder 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 Preference Shareholder	Address	No of Preference 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	1,25,00,000	12,50,00,000	1,25,00,000	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

Enclosure: (i) Annexure A-1- Consolidated Scrutiniser's Report for the voting of Preference Shareholders.



CONSOLIDATED SCRUTINISER'S REPORT

(Pursuant to Section 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 Preference 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 Preference 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 Preference Shareholders of Nitta Gelatin India Limited convened by order of NCLT and held on 27th December, 2018 at 3.30 p.m at Kerala Management Association, Shihab Thangal Road, Panampilly Nagar, Ernaulam-682015 pursuant to the provisions of the Companies Act, 2013 read with applicable Rules made thereunder on the Resolution seeking approval of the Preference 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.

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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 postal ballot and voting at the venue of the meeting as under;

1. The voting through postal ballot commenced on Tuesday, 27th November, 2018 at 9:00 a.m and ended on Wednesday, 26th December, 2018 at 5:00 p.m.
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 Preference shareholders entitled to vote through postal ballot and poll by use of ballots at the venue of the meeting on the resolution seeking their approval.
4. As confirmed by the Company, the Notice dated 14th November, 2018 convening the meeting of the Preference 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 Preference shareholders in respect of the resolution to be passed at the meeting.
5. The Preference shareholders were required to send the postal ballot form duly completed on or before 5:00 p.m on 26th December, 2018.
6. At the designated time when meeting was called, the Sole Preference Shareholder was present to constitute the quorum. 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 way of ballot for the Sole Preference Shareholders who had not cast his vote by postal ballot.



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



7. In compliance of the Rules, I have first counted the votes cast by way of ballots at the on 28.12.2018 at 10.00 A.M in the presence of two witnesses.

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

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

8. No votes cast by postal ballot by the Sole Preference Shareholders.

9. No ballots were found to be defective or invalid.

10. The result of the voting through postal ballot forms together with that of the Poll by way of ballots at the venue of the meeting seeking approval of the Preference shareholders 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 members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	12500000	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 the Sole Preference Shareholder who voted in favour of the resolution and his mode of voting is enclosed as Annexure -1
12. The resolution stand passed with the requisite majority as specified under the Companies Act,2013 read with Rules.



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



13. All relevant records and other incidental papers of postal ballot and poll by way of ballots were handed over to Shri G.RajeshKurup, 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

Annexure -1

The preference shareholders voted in favour through ballot at the venue in person;

Sl No	Name of Preference Shareholder	Address	No of Preference 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	1,25,00,000	12,50,00,000	1,25,00,000	Ballot at the Venue by its authorised representative Mr. Parameswaran Sahasranaman

