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Nitta Gelatin India Limited
(Formerly Kerala Chemicals and Proteins Limited)

CIN : L24299KL1975PLC002691

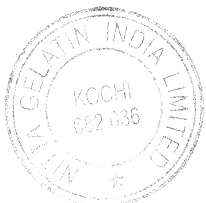
Website : www.gelatin.in

DECLARATION OF RESULTS OF POSTAL BALLOT BY MANAGING DIRECTOR

Pursuant to Section 110 of the Companies Act,2013 ("the Act") read with the Companies (Management and Administration) Rules,2014 ("the Rule") and in pursuant to Secretarial Standard on General Meeting (SS-2) ,the postal ballot notice dated 01.02.2016 containing special/ordinary resolution as specified in the postal ballot notice ,seeking approval of the members as mentioned herein below, was dispatched on 18.02.2016 to the Shareholders of the Company. Further ,in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, Remote- e voting as an alternate was also provided to all the members so as to enable them to cast their votes electronically instead of dispatching postal ballot form.Besides, the advertisement for dispatch of notice and Remote e voting pursuant to Rule 20(3)(v) and Rule 22 (3) of the Rules was published in news papers on 19.02.2016 specifying relevant matters therein.

Based on the Scrutinizer Report dated 21.03.2016, submitted by Mr Abhilash N A, Company Secretary in Practice, the scrutinizer appointed under Section 110 of the Act read with Rules, I Sajiv K Menon, Managing Director give below details of votes exercised through postal ballot and remote e voting and hereby declare that the following resolutions as contained in the postal ballot notice as duly passed by the members of the Company with requisite majority. The same shall be deemed to have been passed on 19.03.2016 which is the last date for receipt of the duly completed postal ballot forms or to exercise remote e-voting.

Sl No	Resolution	Particulars	No of Postal ballot form and Remote evoting (Folios)	No of Equity Shares (Valid Votes)	% of valid votes polled	Results
1	To amend the Title to Clause IIIA of the Memorandum of Association (Special Resolution)	Assent	78	6778321	99.99	The Special Resolution carried with requisite majority
		Dissent	4	671	0.01	
		Invalid/Abstained votes	0	0	0	
		Total	82	6778992	100	
2	To amend Clause IIIB of the Memorandum of Association (Special Resolution)	Assent	78	6778321	99.99	The Special Resolution carried with requisite majority
		Dissent	4	671	0.01	
		Invalid/Abstained votes	0	0	0	
		Total	82	6778992	100	



3	Deletion of the Clause IIIC –Other Objects Clause of the Memorandum of Association (Special Resolution)	Assent	77	6777921	99.98	The Special Resolution carried with requisite majority
		Dissent	5	1071	0.02	
		Invalid/Abstained votes	0	0	0	
		Total	82	6778992	100	
4	Amendment of the Clause IV of the Memorandum of Association (Special Resolution)	Assent	78	6777593	99.98	The Special Resolution carried with requisite majority
		Dissent	4	1399	0.02	
		Invalid/Abstained votes	0	0	0	
		Total	82	6778992	100	
5	Adoption of new set of Articles of Association including therein an Entrenchment Provision (Special Resolution)	Assent	78	6778321	99.99	The Special Resolution carried with requisite majority
		Dissent	4	671	0.01	
		Invalid/Abstained votes	0	0	0	
		Total	82	6778992	100	
6	Appointment of Dr K Cherian Varghese (DIN No.01870530)- Independent Director (Ordinary Resolution)	Assent	79	6777992	99.99	The Ordinary Resolution carried with requisite majority
		Dissent	2	600	0.01	
		Invalid/Abstained votes	1* (Abstained)	400* (Abstained votes)	--	
		Total	81	6778592	100	

*Abstained votes not counted

Abovementioned details of votes are total votes cast through electronic means and physical postal ballots.

For Nitta Gelatin India Limited



Sajiv K Menon
Managing Director

Date: 21.03.2016

Place :Kochi



SCRUTINISER'S REPORT

(Pursuant to Section 110 and Section 108 of the Companies Act,2013 read with and Rule 20 and Rule 22 of the Companies(Management and Administration) Rules,2014.

To,

The Managing Director,

Nitta Gelatin India Limited

CIN:L24299KL1975PLC002691

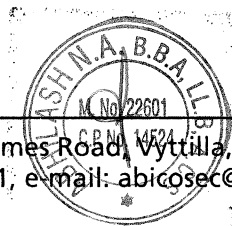
Post Bag No.4262,54/1446,

Panampilly Nagar P.O,Kochi-682036

Sub: Scrutinizer's Report on the Postal Ballot including Remote E-voting pursuant to Section 110 and Section 108 of the Companies Act,2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules,2014.

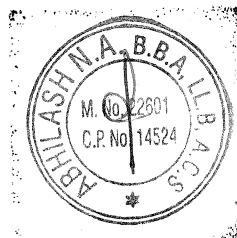
Dear Sir,

1. I ,Abhilash N.A, Company Secretary in Practice (M.No.22601;C.P No.14524), have been appointed as Scrutinizer by the Board of Directors of Nitta Gelatin India Limited (the Company) (CIN:L24299KL1975PLC002691) for the purpose of scrutinizing voting by postal ballots including voting by electronic means (Remote E Voting) to ascertain the requisite majority under the provisions of Section 110 and Section 108 of the Companies Act,2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules,2014 as amended (the Rules) in respect of the resolutions contained in the postal ballot notice dated 01.02.2016 and submit my report as under:
2. The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider for extending the facility for the Remote e voting to the Shareholders of the Company from Friday,19th February,2016 (9:00 a.m) till Saturday,19th March,2016 (5:00 P.M).
3. As Scrutinizer, my responsibility is to ensure that voting process of postal ballots through remote e voting and by use of physical postal ballots are conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast in favour or against the resolutions, based on the report generated from the e voting system






- provided by Central Depository Services (India) Limited (CDSL) after scrutiny and recording the votes received through physical postal ballot in the e voting system.
4. The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) the Companies Act,2013 and Rules made thereunder (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and (iii) Secretarial Standards on General meeting (SS-2) relating to Postal Ballot voting including voting by electronic means.
 5. The Company has completed the dispatch of postal ballot notice on 18.02.2016 through the permitted mode to all the shareholders containing the resolutions setting out the material facts along with postal ballot form ,self-addressed postage pre-paid envelop and detailed e –voting procedure to enable the shareholders to cast their vote by physical postal ballot or electronically as provided under Rule 20 of the Companies (Management and Administration) Rules,2014
 6. The shareholders of the Company holding shares on the “cutoff date” ie 12.02.2016,were entitled to vote on the proposed resolutions as stated in the item nos 1 to 6 in the notice of the postal ballot dated 01.02.2016.
 7. The voting by postal ballot and remote- e voting commenced from Friday ,19th February,2016 at 9:00 a.m till Saturday,19th March,2016 at 5:00 p.m and the E voting platform of the CDSL was blocked thereafter.
 8. After the time fixed for closure of e-voting expired ie 5:00 p.m on 19th March,2016,an electronic report of the e voting was generated by me after accessing the e voting platform ie www.evotingindia.com. Four (4) shareholders have casted their votes through Remote e-voting and the data was digitally scrutinized .
 9. Seventy Eight (78) physical postal ballots, received till 5:00 p.m on 19th March,2016,were also scrutinized and reconciled with the records maintained by the Company through Cameo Corporate Services , the Registrar and Share Transfer Agent of the Company and the authorizations lodged with the Company. Thereafter, the voting through physical ballot was recorded in the e voting platform ie www.evotingindia.com .






10. Thereafter, in compliance of the Rules, I have unblocked the votes on 19.03.2016 at 7:30 P.M in the presence of two witnesses Mr Kevin Sunny and Mrs Ansu Susan Ninan who are not in the employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence;

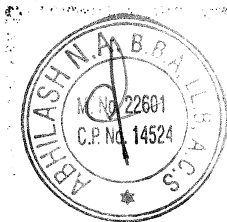

Kevin Sunny
Kunnel House,
Perumbadavom P.O
Elanji-686665


Ansu Susan Ninan
Nediyalil House,
Edayar P.O
Koothattukulam-686662

11. The result of the Remote e voting together with that of the physical postal ballots is as under:

Resolution No.1: To amend the title to Clause IIIA of the Memorandum of Association (Special Resolution)

Total Votes polled	No of invalid votes/rejected/abstained	Total valid votes polled	Votes in favour	%of votes in favour to the total valid votes polled	Votes against	%of votes against to the total valid votes polled	Result
6778992	0	6778992	6778321	99.99	671	0.01	Passed with requisite majority as Special Resolution



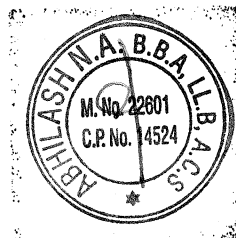


**Resolution No.2: To amend Clause IIIB of the Memorandum of Association
(Special Resolution)**

Total Votes polled	No of invalid votes/rejected/abstained	Total valid votes polled	Votes in favour	%of votes in favour to the total valid votes polled	Votes against	%of votes against to the total valid votes polled	Result
6778992	0	6778992	6778321	99.99	671	0.01	Passed with requisite majority as Special Resolution

**Resolution No.3: Deletion of the Clause IIIC- Other Objects Clause of the
Memorandum of Association (Special Resolution)**

Total Votes polled	No of invalid votes/rejected/abstained	Total valid votes polled	Votes in favour	%of votes in favour to the total valid votes polled	Votes against	%of votes against to the total valid votes polled	Result
6778992	0	6778992	6777921	99.98	1071	0.02	Passed with requisite majority as Special Resolution



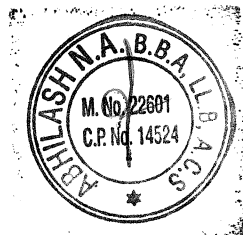


**Resolution No.4: Amendment of the Clause IV of the Memorandum of Association
(Special Resolution)**

Total Votes polled	No of invalid votes/rejected/abstained	Total valid votes polled	Votes in favour	%of votes in favour to the total valid votes polled	Votes against	%of votes against to the total valid votes polled	Result
6778992	0	6778992	6777593	99.98	1399	0.02	Passed with requisite majority as Special Resolution

**Resolution No.5: Adoption of new set of Articles of Association including therein
an entrenchment provision (Special Resolution)**

Total Votes polled	No of invalid votes/rejected/abstained	Total valid votes polled	Votes in favour	%of votes in favour to the total valid votes polled	Votes against	%of votes against to the total valid votes polled	Result
6778992	0	6778992	6778321	99.99	671	0.01	Passed with requisite majority as Special Resolution





**Resolution No.6: Appointment of Dr K Cherian Varghese (DIN No:01870530)-
Independent Director (Ordinary Resolution)**

Total Votes polled	No of invalid votes/rejected/abstained	Total valid votes polled	Votes in favour	%of votes in favour to the total valid votes polled	Votes against	%of votes against to the total valid votes polled	Result
6778592	400 (Abstained votes)	6778592	6777992	99.99	600	0.01	Passed with requisite majority as Ordinary Resolution

12. The register to record the assent or dissent received has been maintained electronically. It contains the particulars of name, address, folio number or client id of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the company; hence there is no requirement of maintaining of the list of shareholders with differential voting rights.

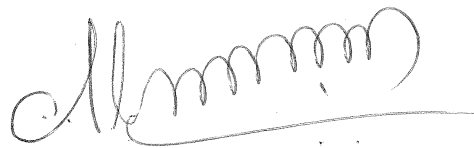


13. The postal ballot papers and all other relevant records will be handed over to the Company Secretary- Mr G.Rajesh Kurup authorized by the Board for safe keeping the same ,after the result is declared by the Managing Director.

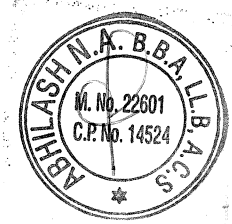
Thanking You,
Yours faithfully

Place: Kochi

Date: 21/03/2016



ABHILASH N.A. B.B.A, LL.B, A.C.S
Practising Company Secretary
M. No. 22601, C.P. No. 14524
Flat No. 4A, AC Gold Phase II
St. James Road, Vyttila
Ernakulam, Kochi - 682 019



Countersigned by
For Nitta Gelatin India Limited



Sajiv K Menon
Managing Director
DIN :00168228