



Nitta Gelatin India Limited

(Formerly Kerala Chemicals and Proteins Limited)

Joint venture of Kerala State Industrial Development Corporation Ltd. and Nitta Gelatin Inc.

Post Box 4262
54/1446 SBT Avenue
Panampilly Nagar
Cochin - 682 036 India
Tel : 0484 3099444, 2317805
Fax : 0484 2310568
Email : ro@nittagelatin.com

GELATIN DIVISION
Post Box 3109
PO Info Park, Kakkanad
Cochin - 682 042 India
Tel : 0484 3099333, 2415506
Fax : 0484 2415504
Email : gd@nittagelatin.com

OSSEIN DIVISION
PO Kathikudam
(Via) Koratty
Trichur - 680 308 India
Tel : 0480 3099333, 2719490
Fax : 0480 2719943
Email : od@nittagelatin.com

CIN : L24299KL1975PLC002691

Website : www.gelatin.in

04.01.2019

The Secretary
BSE LTD
Phiroze Jeebhoy Towers,
25th Floor, P J Towers,
Dalal Street,
Mumbai-400 001

SCRIP CODE: 506532

Dear Sir,

**Sub: BSE Observation Letter No.DCS/AMAL/SD/R37/1281 Dated 28.09.2018-
Scheme of Amalgamation of Reva proteins Ltd (Transferor Company) with
Nitta Gelatin India Limited (Transferee Company) -Further proceedings-
Reg:**

**Ref: (1)Regulation 30 read with Clause 12, Part A, Schedule III of SEBI(LODR),
2015-our letter dated 28/12/2018.**


(2)Regulation 44 SEBI (LODR) 2015- our Letter dtd 31.12.2018.

As mentioned in our letter first above referred, the meetings of Secured Creditors of both, Transferor and Transferee Companies, were held on Thursday 3rd Jan, 2019 at KMA Hall, Panampilly Nagar, Kochi, Kerala. Both meetings approved the Scheme of Merger and Amalgamation and consequential Resolutions, with required majority. The Scrutinizer's Report along with details regarding voting results are accompanying this letter, in pursuance of Regulation 44 SEBI (LODR), 2015.

The Reports of the Chairman for the meeting(s) are being filed today (04.01.2019) before the NCLT, Chennai Bench, as prescribed under governing Regulations.

Kindly take the above into records, for information of the shareholding public.
Thanking you,

Yours Faithfully,
For Nitta Gelatin India Limited


G. Rajeshkurup
Company Secretary

End: a-a-r



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

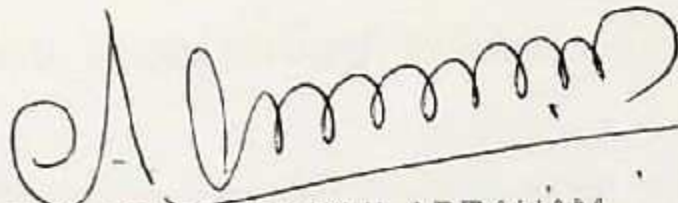
NIL

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

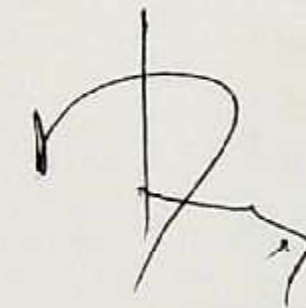

ABHILASH NEDIYALIL ABRAHAM
B.B.A, LL.B, A.C.S
Practising Company Secretary
M.No.22601, C.P.No. 14524
Bldg.No. 32/1721A, Pallisseri Kavala,
N.H. Bypass, Puthiya Road, Kochi-25



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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