



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
56/715 SBT Avenue
Panampilly Nagar
Cochin - 682 036 India
Tel : 0484 2864400, 2317805
Fax : 0484 2310568
Email : ro@nittagelindia.com

GELATIN DIVISION
Post Box 3109
PO Info Park, Kakkanad
Cochin - 682 042 India
Tel : 0484 2869300, 2869500
Fax : 0484 2415504
Email : gd@nittagelindia.com

OSSEIN DIVISION
PO Kathikudam
(Via) Koratty
Trichur - 680 308 India
Tel : 0480 2749300, 2719598
Email : od@nittagelindia.com

CIN : L24299KL1975PLC002691

Website : www.gelatin.in

August 5, 2020

To,

THE BSE LTD,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai- 400 001
Phone: (22) 22721233
Fax: 91 -22- 22721919

Dear Sir/ Madam,

SCRIP CODE: 506532

Sub: Continuous Disclosure Requirements— Regulation (30) SEBI LODR Regulations, 2015- The SEBI Circular CIR/CFD/CMD/4/2015 dtd. 09.09.2015

Ref: 44th Annual General Meeting held on 04.08.2020

Pursuant to the notice for conduct of 44th Annual General Meeting of our Company (*BSE Acknowledgement No: 1875212 dated 13.07.2020*), the Annual General Meeting of the Company for the year 2020 took place on 04.08.2020, while the following items were transacted and approved under required majority at the Meeting which have an implication in terms of Clause 7 and 13 of Para A Schedule III of SEBI LODR Regulations 2015.

Clause 7:

- a. Appointment of Justice M. Jaichandren (DIN: 08584025)- Independent Director

Justice M. Jaichandren was earlier appointed at the Board Meeting dated 04.11.2019 as an Additional Director qualifying as an Independent Director, pending appointment at the General Meeting pursuant to Section 150 (2) of the Companies Act, 2013.

- b. Re- appointment of Mrs. Radha Unni (DIN- 03242769)-Independent Director

Mrs. Radha Unni (DIN: 03242769), held office of Independent Director up to 17.04.2020 and was earlier re- appointed at the Board Meeting dated 07.02.2020 pursuant to Second proviso to Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014



for continuance as such Director beyond 17.04.2020 pending appointment as an Independent Director at the Annual General Meeting of the Company

- c. Re-appointment of Mr. Sajiv K. Menon (DIN: 00168228) as Managing Director of the Company and payment of remuneration on the wake of inadequacy of profits.

Clause 13:

- a. Adoption of the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March 2020, together with the report of the Board of Directors and the Auditors.
- b. Declaration of Dividend on Optionally Convertible Preference Shares— 929412 Shares of Rs. 170/- each @ 5.4029 % p.a absorbing an amount of Re. 85,36,584/-.
- c. Declaration of Dividend on Redeemable Preference Shares— 4444444 Shares of Rs. 10/- each @ 7.65063 % p.a from the effective date of merger 03.04.2019 absorbing an amount of Re. 33,81,647/-.
- d. Declaration of Dividend on Equity Shares @ 25% on Face Value of Rs. 10/- each.
- e. To appoint a Director in place of Mr. Koichi Ogata (DIN: 07811482) who retire by rotation at the Meeting.
- f. Payment of remuneration to the Whole Time Director in the wake of inadequacy of profit for the financial year- Dr. Shinya Takahashi (DIN: 07809838)
- g. Approval of entry into Related Party Transaction by the Company.

Also, we send alongside the Scrutinizer's Report for conduct of e- voting at the Meeting.

The above may be taken into records.

Thanking You,
Yours Faithfully,

GOPALAKRISHAN
HAN
RAJESHKURUP
P

Digitally signed by
GOPALAKRISHAN
RAJESHKURUP
Date: 2020.08.05
15:54:26 +05'30'

G. Rajesh Kurup
Company Secretary



CONSOLIDATED SCRUTINISER'S REPORT
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,

44th Annual General Meeting of the Equity Shareholders of Nitta Gelatin India Limited held on Tuesday, 4th August, 2020 at 10:00 AM, (IST) through Video Conferencing (VC).

Sub: Passing of Resolutions through Remote E Voting and voting through E voting System at the 44th Annual General Meeting of the Equity Shareholders of Nitta Gelatin India Limited held through Video Conferencing (VC).

Dear Sir,

1. I, Abhilash Nedyalil Abraham, Company Secretary in Practice (M.No.22601;C.P No.14524), have been appointed as Scrutiniser by the Board of Directors of Nitta Gelatin India Limited (the Company) (CIN:L24299KL1975PLC002691) for the purpose of scrutinizing e voting process (Remote E Voting) and voting conducted through E voting System at the Annual General Meeting on the Resolutions contained in the notice to the 44th Annual General Meeting (AGM) of the Equity Shareholders of the Company issued as per MCA General Circular No. 14/2020, 17/2020 and 20/2020 dated 08/04/2020, 13/04/2020 and 05/05/2020 issued by Ministry of Corporate Affairs (MCA) respectively. Accordingly, the 44th AGM held on 4th August, 2020 at 10:00 AM, (IST) through Video Conferencing (VC) and I 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 Saturday, 1st August, 2020 (9:00 A.M.) to Monday, 3rd August, 2020 (5:00 P.M) and for E Voting System on the date of AGM. At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to record their votes through E Voting System provided by CDSL.

3. As Scrutiniser, my responsibility is to ensure that voting process through remote e-voting and voting conducted through E Voting System at the AGM are conducted in a fair and transparent manner and to make a consolidated scrutiniser'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).
4. In compliance of the Rules, I have unblocked the votes from the website of the Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com on 04.08.2020 at 10:42 A.M in the presence of two witnesses. They have signed below in confirmation of the same.

Witness1. Adv. Mohammed Ali Jawhar
Kayamkulam House,
Eravathoor P. O.,
Thrissur, Kerala - 680734

Witness2. Ms. Parvathi P R
Puthusseril
Vishavarsserikkara, Mannar P O
Alappuzha - 689622

5. The Remote E-Voting and voting conducted through E Voting System provided by CDSL at the AGM were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company, Cameo Corporate Services Limited and the authorizations lodged with the Company.





6. I have rendered separate Scrutiniser's Report on the Remote e-voting and voting conducted through E Voting System at the meeting and I hereby submit Consolidated Scrutiniser's Report pursuant to Rule 20(4) (xii) on all the Resolutions contained in the Notice.
7. The result of the Remote e voting together with that of the voting conducted through E Voting System at the meeting is as under:

Sl No	Resolution	Type of Resolution	Mode	Favour		Against	
				Votes	%	Votes	%
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2020, together with the Report of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March 2020, together with	Ordinary	Remote E-voting	3518	100	0	0
			Voting conducted through E Voting system at the meeting	6763617	100	0	0
			Total	6767135	100	0	0





	the Report of the Auditors thereon.						
2	To declare Dividend on Optionally Convertible Preference Shares – 9,29,412 Shares of Rs.170/- each @ 5.4029% p.a. absorbing an amount of Rs.85,36,584.00	Ordinary	Remote E voting	3518	100	0	0
			Voting conducted through E Voting system at the meeting	6763617	100	0	0
			Total	6767135	100	0	0
3	To declare Dividend on Redeemable Preference Shares– 44,44,444 Shares of Rs.10/- each @ 7.65063% p.a. from the effective date of merger i.e.03.04.2019 absorbing an amount of Rs.33,81,647.00	Ordinary	Remote E voting	3518	100	0	0
			Voting conducted through E Voting system at the meeting	6763617	100	0	0
			Total	6767135	100	0	0
4	To declare Dividend on Equity Shares	Ordinary	Remote E voting	3518	100	0	0
			Voting conducted through E Voting system at the meeting	6763617	100	0	0
			Total	6767135	100	0	0





5	To appoint a Director in place of Mr Koichi Ogata (DIN:07811482), who retires by rotation and being eligible, offers himself for re appointment	Ordinary	Remote E Voting	3518	100	0	0
			Voting conducted through E Voting system at the meeting	6763617	100	0	0
			Total	6767135	100	0	0
6	Appointment of Justice M. Jaichandren (DIN: 08584025) as Independent Director	Ordinary	Remote E Voting	2818	80.10	700	19.90
			Voting conducted through E Voting system at the meeting	6763617	100	0	0
			Total	6766435	99.99	700	0.01
7	Re- appointment of Mrs. Radha Unni (DIN: 03242769) as Independent Director.	Special	Remote E Voting	2818	80.10	700	19.90
			Voting conducted through E Voting system at the meeting	6763617	100	0	0
			Total	6766435	99.99	700	0.01
8	Re-appointment of Mr. Sajiv K. Menon (DIN: 00168228) as Managing Director Of The Company	Special	Remote E Voting	3518	100	0	0
			Voting conducted through E Voting system at the meeting	6763617	100	0	0
			Total	6767135	100	0	0





9	To approve payment of remuneration to Dr. Shinya Takahashi (DIN: 07809828), Whole Time Director in the wake of inadequacy of profit for the financial year	Special	Remote E Voting	3518	100	0	0
			Voting conducted through E Voting system at the meeting	6763617	100	0	0
			Total	6767135	100	0	0
10*	Approval for entry into related party transaction by the Company.	Ordinary	Remote E Voting	3518	100	0	0
			Voting conducted through E Voting system at the meeting	1097	100	0	0
			Total	4615	100	0	0

*Promoter Group has been excluded

8. All resolutions stand passed with the requisite majority as specified under the Companies Act, 2013 read with Rules.



9. All relevant records of voting will remain in my safe custody until the Chairman considers, approves and sign the minutes of the 44th Annual General Meeting and the same shall be 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



UDIN: A022601B000551514
Unique Code No. I2015KE2046800
PR No. 728/2020

Place: Kochi
Date: 05/08/2020

Countersigned by
For Nitta Gelatin India Limited


Digitally signed by
GOPALAKRISHAN
AN RAJESHKURUP
Date: 2020.08.05
15:55:30 +05'30'

G. Rajesh Kurup
Company Secretary
M. No. 8453