



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@nittagelindia.com

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

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

CIN : L24299KL1975PLCDD2691

Website : www.gelatin.in

03.08.2018

The secretary
BSE Ltd
Phiroze Jeejeebhoy Towers
25th flor, Dalal street,
Mumbai-400 001
Fax No: 022-22723121/22723719.

Dear Sir,

**Sub: Continuous Disclosure Requirements- Regulation (30) SEBI LODR 2015-
The SEBI circular CIR/CFD/CMD/4 2015 DT 09.09.2015.**

Ref: Annual General Meeting held today 03.08.2018.

Pursuant to the notice for conduct of AGM vide our letter dtd 09.07.2018 (BSE Acknowledgement No: 10072018571088 dated 10/07/2018.), the Annual General Meeting of the Company for the year 2018 took place today 03/08.2018, while the following items were transacted at the meeting which have an implication in terms of clause 7&13 of para A Part A Schedule 1 LODR'15

**Clause 7: Change in Director- Sri K L Kumar (independent Director-
ceasing to hold office.**

Mr. K L Kumar who at the E G M dtd 17/04/2015 was appointed as Independent Director to hold office for a term running upto the AGM at 2018, cease to hold office at the conclusion of AGM held today which was relating to the year 2017/18. This change in Directorship is brought for information of the members and the investing Public.

**Clause 13: The AGM today (03.08.2018) approved under required
majority, through remote e-voting and Poll the following
which were transacted at the meeting.**

1. Adoption of the Audited Financial Statement (Standlone & Consolidated for the Financial year ended 31st March 2018, together with the report of the Board of Directors and the Auditors.
2. Declaration of Dividend on Optionally Convertible Preference shares- 929412 shares of Rs. 170/- each @ 5.4029% p.a absorbing an amount of Rs. 85,36,584/- (excluding Dividend Tax).
3. Declaration of Dividend on Equity Shares @ 25% on face value of Rs. 10/-each.





4. Appointment of Mr. Koichi Ogata (DIN: 07811482) as a Director who retired by rotation at the meeting.
5. Ratification of appointment of Auditors for rest of the term originally approved
6. Approval for entry into Related Party Transaction by the Company.

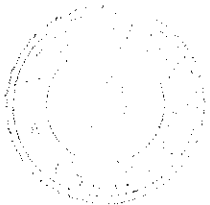
Also, we send alongside the scrutinise Report for conduct of e-voting & poll at the meeting.

The above may be taken into records.

Thanking You,

Yours faithfully

G. Rajeshkurup
Company Secretary





CONSOLIDATED SCRUTINISER'S REPORT
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the
Companies(Management and Administration) Rules,2014)

To,

The Chairman,

42nd Annual General Meeting of the Equity Shareholders of Nitta Gelatin India Limited held on Friday, 3rd August, 2018 at 12:00 Noon, at Kerala Fine Arts Hall, Fine Arts Avenue, Pallimukku, Cochin-682016.

Sub: Passing of Resolution through Remote E Voting and Poll conducted at the 42nd Annual General Meeting of the Equity Shareholders of Nitta Gelatin India Limited

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) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (the Rules) and Chairman of the 42nd Annual General Meeting has appointed me as the Scrutiniser for poll by use of Ballot at the meeting under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the Resolutions contained in the notice to the 42nd Annual General Meeting (AGM) of the Equity Shareholders of the Company held on 3rd August, 2018 at 12:00 noon, at Kerala Fine Arts Hall, Fine Arts Avenue, Pallimukku, Cochin-682 016 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 Tuesday, 31st July, 2018 (9:00a.m.) till Thursday, 02nd August, 2018 (5:00 P.M). 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 poll by use of ballots.

3. As Scrutiniser, my responsibility is to ensure that voting process through remote e voting 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, 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 on 03.08.2018 at 2:38 P.M in the presence of two witnesses. I have rendered separate Scrutiniser's Report on the Remote E voting and Poll by use of ballots 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.
5. The result of the Remote e voting together with that of the Poll is as under:

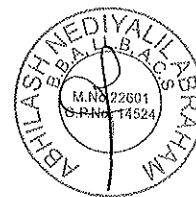
Sl No	Resolution	Type of Resolution	Mode	Favour		Against	
				Votes	%	Votes	%
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2018, together with the Report of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2018, together with the Report of the Auditors thereon.	Ordinary	Remote E-voting	689	0.01	NIL	NIL
			Poll	6764502	99.99	NIL	NIL
			Total	6765191	100	NIL	NIL





2	To declare Dividend on Optionally Convertible Preference Shares – 929412 Shares of Rs.170/- each @5.4029% p.a. absorbing an amount of Rs. 85,36,584.00 (excluding Dividend Tax).	Ordinary	Remote E voting	689	0.01	Nil	Nil
			Poll	6764502	99.99	Nil	Nil
			Total	6765191	100	Nil	Nil
3	To declare Dividend on Equity Shares	Ordinary	Remote E voting	689	0.01	Nil	Nil
			Poll	6764502	99.99	Nil	Nil
			Total	6765191	100	Nil	Nil
4	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	689	0.01	Nil	Nil
			Poll	6764502	99.99	Nil	Nil
			Total	6765191	100	Nil	Nil
5	To ratify appointment of Auditors for the rest of the term.	Ordinary	Remote E Voting	689	0.01	Nil	Nil
			Poll	6764502	99.99	Nil	Nil
			Total	6765191	100	Nil	Nil
6*	Approval for entry into Related Party Transaction by the Company	Ordinary	Remote E Voting	689	20.98	Nil	Nil
			Poll	2595	79.02	Nil	Nil
			Total	3284	100	Nil	Nil

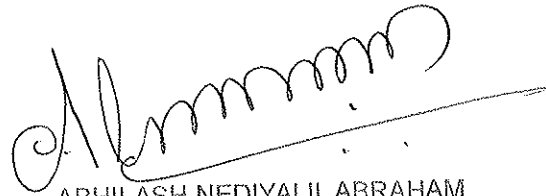
*Promoter Group has been excluded



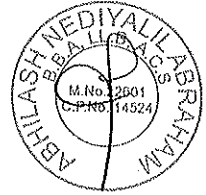
6. All the resolutions stand passed with the requisite majority as specified under the Companies Act, 2013 read with Rules.
7. All relevant records of voting will remain in my safe custody until the Chairman considers, approves and sign the minutes of the 42nd Annual General Meeting and the same shall be handed over to Shri G.Rajesh Kurup, Company Secretary for safe keeping.

Thanking You,
Yours faithfully

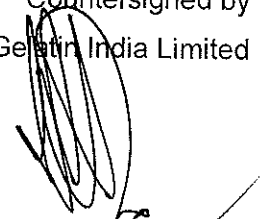
Place: Kochi
Date: 03/08/2018



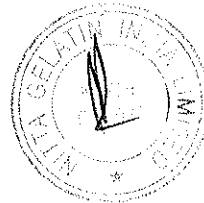
ABHILASH NEDIYALIL ABRAHAM
B.B.A, LL.B, A.C.S
Practising Company Secretary
M.No.22601, C.P.No. 14524
Bldg.No. 32/1721A, Pallisseri Kavala,
N.H. Bypass, Puthiya Road, Kochi-25



Countersigned by
For Nitta Gelatin India Limited



Sajiv K Menon
Managing Director
DIN: 00168228





Form No.MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

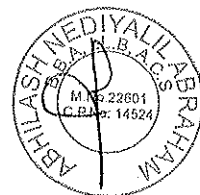
To

The Chairman

42nd Annual General Meeting of the Equity Shareholders of Nitta Gelatin India Limited held on 03rd August, 2018 at 12:00 noon, at Kerala Fine Arts Hall, Fine Arts Avenue, Pallimukku, Cochin-682016.

I, Abhilash Nedyalil Abraham, Company Secretary in Practice (M.No.22601;C.P No.14524), have been appointed as Scrutiniser for the purpose of poll taken for the below mentioned resolutions at the 42nd Annual General Meeting of the equity shareholders of Nitta Gelatin India Limited held on Friday, 03rd August, 2018 at 12:00 Noon, at Kerala Fine Arts Hall, Fine Arts Avenue, Pallimukku, Cochin-682016 and submit my report as under;

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company, Cameo Corporate Services Limited and the authorizations/ proxies lodged with the Company.
3. No poll papers were found incomplete and/or defective.





4. The result of the Poll is as under:

a) Resolution No.1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for FY ended 31.03.2018, Reports of the Board of Directors and the Auditors and audited Consolidated Financial Statements together with Report of the Auditors thereon.

(i) Voted in favour of the Resolution

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of Votes in favour
28	6764502	100

(ii) Voted against the Resolution

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of Votes against
Nil	Nil	Nil

(iii) Abstained Votes

Number of members present and Abstained (in person or by proxy) from voting	Total Number of votes
97	5489

b) Resolution No.2 - Ordinary Resolution

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 (excluding Dividend Tax)

(i) Voted in favour of the Resolution

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of Votes in favour
28	6764502	100





(ii) Voted against the Resolution

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of Votes against
Nil	Nil	Nil

(iii) Abstained Votes

Number of members present and Abstained (in person or by proxy) from voting	Total Number of votes
97	5489

c) Resolution No.3 - Ordinary Resolution
 To declare dividend on Equity Shares

(i) Voted in favour of the Resolution

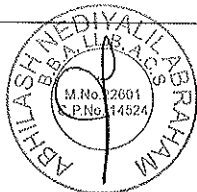
Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of Votes in favour
28	6764502	100

(ii) Voted against the Resolution

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of Votes against
Nil	Nil	Nil

(iii) Abstained Votes

Number of members present and Abstained (in person or by proxy) from voting	Total Number of votes
97	5489



d) Resolution No.4 - Ordinary Resolution

To appoint a Director in place of Mr Koichi Ogata (DIN: 07811482), who retires by rotation and being eligible, offers himself for re appointment

(i) Voted in favour of the Resolution

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of Votes in favour
28	6764502	100

(ii) Voted against the Resolution

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of Votes against
Nil	Nil	Nil

(iii) Abstained Votes

Number of members present and Abstained (in person or by proxy) from voting	Total Number of votes
97	5489

e) Resolution No.5 - Ordinary Resolution

To ratify appointment of Auditors for the rest of the term.

(i) Voted in favour of the Resolution

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of Votes in favour
28	6764502	100





(ii) Voted against the Resolution

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of Votes against
Nil	Nil	Nil

(iii) Abstained Votes

Number of members present and Abstained (in person or by proxy) from voting	Total Number of votes
97	5489

f) Resolution No.6 - Ordinary Resolution

Approval for entry into related party transaction by the Company

(i) Voted in favour of the Resolution

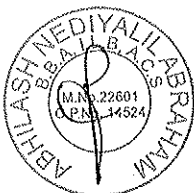
Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of Votes in favour
25	2595	100

(ii) Voted against the Resolution

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of Votes against
Nil	Nil	Nil

(iii) Abstained Votes

Number of members present and Abstained (in person or by proxy) from voting	Total Number of votes
98	4876

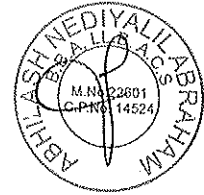




5. A compact disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" and those votes which were declared invalid for each resolution is enclosed.
6. The poll paper and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

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: 03/08/2018



REPORT OF SCRUTINISER
(REMOTE E-VOTING)

To

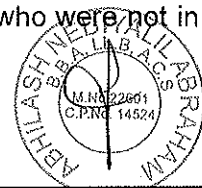
The Chairman

42nd Annual General Meeting of the Equity Shareholders of Nitta Gelatin India Limited held on 03rd August, 2018 at 12:00 Noon ,at Kerala Fine Arts Hall, Fine Arts Avenue,Pallimukku,Cochin-682 016.

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) under the provisions of Section 108 of the Companies Act,2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules,2014 as amended (the Rules)

I submit my report as under

1. The Remote e voting period remained open from Tuesday, 31st July, 2018 (9:00 A.M) till Thursday, 02nd August, 2018 (5:00 P.M).
2. The notice was sent to all the members, whose names appeared in the Register of Members as on Friday, 27th July, 2018 (cutoff date), who were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of the 42nd Annual General Meeting of NITTA GELATIN INDIA LIMITED (Item No.1 to 6 of the Notice calling the Annual General Meeting of NITTA GELATIN INDIA LIMITED).
3. The votes casted through remote e voting together with votes cast through poll by use of ballot were unblocked on Friday, 03.08.2018 in the presence of two witnesses who were not in

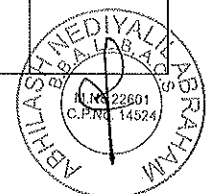




the employment of the company from the e voting web site of the Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com.

4. I have collated the votes polled through Remote E voting and the details for the same has been furnished below;

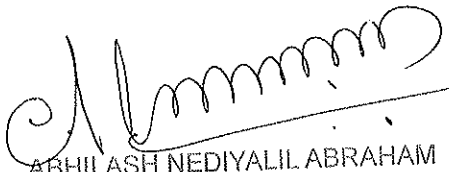
Sl No	Resolution	Type of Resolution	Total valid votes	Total Votes		% Votes	
				In favour	Against	In favour	Against
1	To receive, consider and adopt the Audited Financial Statements for FY ended 31.03.2018, Reports of the Board of Directors and the Auditors and audited consolidated financial statements together with Report of the Auditors thereon.	Ordinary	689	689	Nil	100	Nil
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 (excluding Dividend Tax)	Ordinary	689	689	Nil	100	Nil

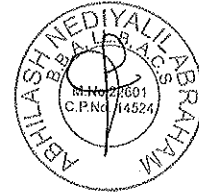




3	To declare dividend on Equity Shares	Ordinary	689	689	Nil	100	Nil
4	To appoint a Director in place of Mr Koichi Ogata (DIN:07811482), who retires by rotation and being eligible, offers himself for re appointment	Ordinary	689	689	Nil	100	Nil
5	To ratify appointment of Auditors for the rest of the term.	Ordinary	689	689	Nil	100	Nil
6	Approval for entry into Related Party Transaction by the Company	Ordinary	689	689	Nil	100	Nil

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: 03/08/2018

Witness1. Gayathri M P
Mekkara House
Maradu P.O
Ernakulam - 682304



Witness2. Shilpa Shaji
Neerozhukkumkalayil House
Kallara P.O Kapickad
Kottayam - 686611

