



SMRITHI. A
Company Secretary

Kumaravilasam, Ezhupunna.P.O,
Cherthala, Alappuzha-688548
Mobile: 9446536393

e-mail: smrithianair@gmail.com

**COMBINED SCRUTINISER REPORT FOR E-VOTING & POLL FOR
NITTA GELATIN INDIA LIMITED**

To

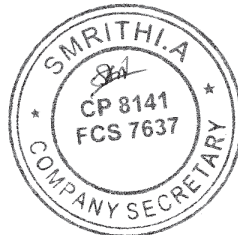
The Chairman,
Extraordinary General Meeting of the Equity Shareholders of Nitta Gelatin India Limited held on Friday, 17th April, 2015 at 10.30 a.m at The Center Hotel, Panampilly Nagar, Ernakulam, Kochi-682 036.

Sub: Passing of Resolutions through Electronic Voting and Poll conducted at the Extraordinary General Meeting of Nitta Gelatin India Limited

I Smrithi A, Company Secretary in Practice, holding Membership Number FCS 7637 and Certificate of Practice Number 8141, has been appointed as Scrutiniser for the electronic voting and for the purpose of poll taken at the Extraordinary General Meeting (EGM) of the equity shareholders of Nitta Gelatin India Limited held on Friday, 17th April, 2015 at 10.30 a.m at The Center Hotel, Panampilly Nagar, Ernakulam, Kochi-682 036.

The Company had appointed Central Depository Services India Limited (CDSL) as the service provider for extending the facility for electronic voting for the shareholders from Saturday, 11th April, 2015 to 13th April, 2015. Cameo Corporate Services Limited is the Registrar and Share Transfer Agent of the Company. The electronic voting results were unblocked by me on 14th April, 2015 in the presence of two witnesses. For further details, kindly refer my Scrutiniser Report dated 14th April, 2015.

At the EGM, the Company facilitated the members present in the meeting who could not participate in the electronic voting to record their votes through Poll process. For details, kindly refer my Scrutiniser Report in MGT-13 dated 17th April, 2015.





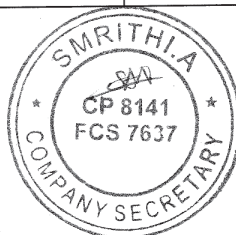
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The result of the e voting together with that of the Poll is as under;

Sl No	Resolution	Type of Resolution	Mode	Favour		Against	
				Votes	%	Votes	%
1	To appoint Mr K.LKumar (DIN No.00004804) as an Independent Director under the Companies Act,2013	Ordinary	E-voting	3905685	99.99%	2	0.01%
			Poll	2879834	100%	0	0
			Total	6785519	99.99%	2	0.01%
2	To appoint Mr A.K Nair (DIN No.00009148) as an Independent Director under the Companies Act,2013	Ordinary	E voting	3902723	99.92%	2964	0.08%
			Poll	2879834	100%	0	0
			Total	6782557	99.96%	2964	0.04%
3	To appoint Mrs Radha Unni (DIN No.03242769) as an Independent Director	Ordinary	E voting	3905951	99.99%	2	0.01%
			Poll	2879834	100%	0	0
			Total	6785785	99.99%	2	0.01%
4	To appoint Dr Naotoshi Umeno (DIN No.06976100) Japan as an Independent Director	Ordinary	E Voting	3905687	100%	0	0
			Poll	2879834	100%	0	0
			Total	6785521	100%	0	0



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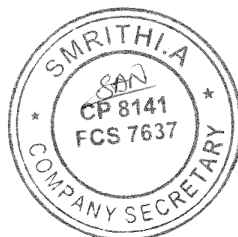


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5	To appoint Mr Takeo Yamaki (DIN No.02669053) as a Wholetime Director designated as Director (Technical)	Special	E Voting	3905687	100%	0	0
			Poll	2879834	100%	0	0
			Total	6785521	100%	0	0
6	Alteration of share capital- Memorandum of Association	Special	E Voting	3905963	100%	0	0
			Poll	2879834	100%	0	0
			Total	6785797	100%	0	0
7	Alteration of Articles of Association of the Company	Special	E voting	3905963	100%	0	0
			Poll	2879834	100%	0	0
			Total	6785797	100%	0	0
8	Offer and issue of 929412 Optionally Convertible Non Cumulative Preference Shares (OCPS) at Fixed Coupon of USD Libor + 5% on the face value of OCPS.(USD Libor rate shall be 6 months USD Libor as on April,17,2015 "Date of EGM")	Special	E Voting	3905697	99.99%	266	0.01%
			Poll	2879834	100%	0	0
			Total	6785531	99.99%	266	0.01%



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9	Approval for entry into Related Party Transaction by the Company	Special	E Voting	5395	99.99%	2	0.01%
			Poll	17610	100%	0	0
			Total	23005	99.99%	2	0.01%
10	Payment of Leave Travel Concession (LTC) of Mr G Suseelan, erstwhile Managing Director- rescission of earlier decision	Special	E Voting	3902731	99.92%	2976	0.08%
			Poll	2878878	99.99%	376	0.01%
			Total	6781609	99.95%	3352	0.05%

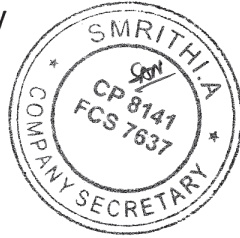
All the resolutions stand passed under E Voting and Poll with the requisite majority.

Thanking you,

Yours faithfully

Smrithi A
Practising Company Secretary

SMRITHI. A
B.Com, FCS
Company Secretary
Kumara Vilasam, Ezhupunna P.O.
Cherthala, Alleppy-688 548



Kochi
17.04.2015

P.H. Kurian, IAS
Chairman
NITTA GELATIN INDIA LIMITED
17.04.2015

(S)



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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

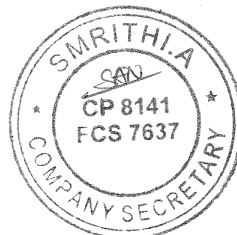
The Chairman
Extraordinary General Meeting of the Equity Shareholders of Nitta Gelatin India Limited held on
Friday, 17th April, 2015 at 10.30 a.m at The Center Hotel, Panampilly Nagar, Ernakulam, Kochi-
682 036.

I Smrithi A, Company Secretary in Practice, holding Membership Number FCS 7637 and
Certificate of Practice Number 8141, appointed by the Chairman of the Meeting as Scrutiniser
for the purpose of poll taken for the below mentioned resolutions at the Extraordinary General
Meeting of the equity shareholders of Nitta Gelatin India Limited held on Friday, 17th April, 2015
at 10.30 a.m at The Center Hotel, Panampilly Nagar, Ernakulam, Kochi-682 036, submit our report
as under;

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling
were locked in my presence .
2. The locked ballot boxes were 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 Transfer Agents of the Company and the authorizations/ proxies
lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have
been treated as invalid and kept separately.
4. The result of the Poll is as under:
(a) Resolution No.1.

Item No.1

To appoint Mr K.L Kumar (DIN No.00004804) as an Independent Director
under the Companies Act, 2013



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(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	2879834	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	705

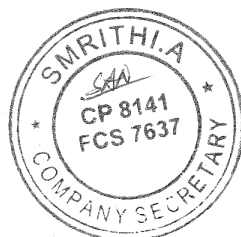
(b) Resolution No.2.

Item No.2

To appoint Mr A.K Nair (DIN No.00009148) as an Independent Director under the Companies Act,2013

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	2879834	100%



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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	705

(c) Resolution No.3.

Item No.3

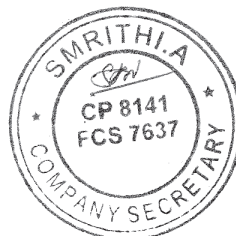
To appoint Mrs Radha Unni (DIN No.03242769) as an Independent Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	2879834	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



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(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	705

(d) Resolution No.4.

Item No.4

To appoint Dr Naotoshi Umeno (DIN No.06976100) Japan as an Independent Director

(i) Voted in favour of the resolution:

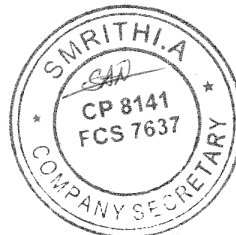
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	2879834	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	705



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(e) Resolution No.5.

Item No.5

To appoint Mr Takeo Yamaki (DIN No.02669053) as a Wholetime Director designated as Director (Technical)

(i) Voted in favour of the resolution:

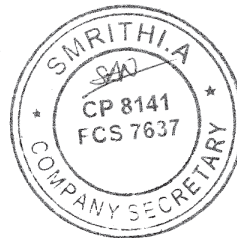
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	2879834	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	705





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(f) Resolution No.6.

Item No.6

Alteration of Share Capital-Memorandum of Association

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	2879834	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	705

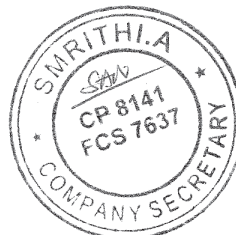
(g) Resolution No.7.

Item No.7

Alteration of Articles of Association of the Company

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	2879834	100%





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(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	705

(h) Resolution No.8.

Item No.8

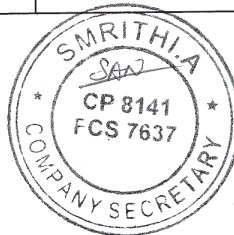
Offer and issue of 929412 Optionally Convertible Non Cumulative Preference Shares (OCPS) at Fixed Coupon of USD Libor + 5% on the face value of OCPS.(USD Libor rate shall be 6 months Libor as on April,17,2015 "Date of EGM"

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	2879834	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



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(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	705

(h) Resolution No.9.

Item No.9

(i) Voted in favour of the resolution:

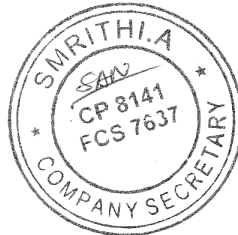
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	17610	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	705



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(i) Resolution No.10.

Item No.10

Payment of Leave Travel Concession (LTC) of Mr G Suseelan ,erstwhile
Managing Director- rescission from earlier decision

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	2878878	99.99%

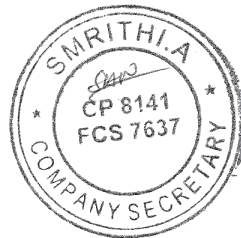
(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	376	0.01%

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	705

5. A compact disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



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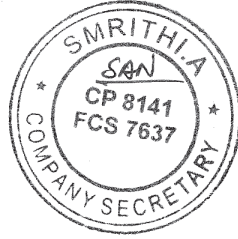
6. The Poll papers and other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Smrithi A
Practising Company Secretary

SMRITHI. A
B.Com, FCS
Company Secretary
Kumara Vilasam, Ezhupunna P.O.
Cherthala, Alleppy-688 548



Place: Ernakulam
Date: 17.04.2015

P.H. Kurian IAS
Chairman,
NITTA GELATIN INDIA LIMITED
17.04.2015



SMRITHI. A
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REPORT OF SCRUTINISER
(E-VOTING)

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(XI) of the Companies
(Management and Administration) Rules, 2014.

To

14th April, 2015

The Chairman,
Nitta Gelatin India Limited,
SBT Avenue, Panampilly Nagar, Cochin,
Kerala-682036

I Smrithi A, Company Secretary in Practice, holding Membership Number, FCS 7637 and Certificate of Practice Number 8141, was appointed as Scrutiniser by the Board of Directors at their meeting held on 20.03.2015 for the Extraordinary General Meeting of the equity shareholders of Nitta Gelatin India Limited to be held on Friday, 17th April, 2015 at 10.30 a.m at The Center Hotel, Panampilly Nagar, Ernakulam, Kochi-682 036, for the purpose of scrutinizing the E-voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per Section 108 of the Companies Act, 2013 on the resolutions referred to in this report

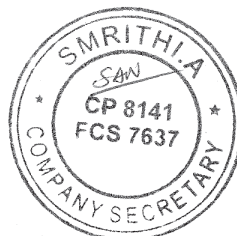
I Submit my report as under

1. The e voting period remained open from 9:00 a.m on Saturday, 11th April, 2015 upto 6:00 p.m on Monday, 13th April, 2015.

2. The notice was sent to all the members, whose names appeared in the Register of Members as on Friday, 20th March, 2015 (cut off date), who were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the Notice of the Extraordinary General Meeting of NITTA GELATIN INDIA LIMITED (Item No.1 to 10 of the Notice calling the Extraordinary General Meeting of NITTA GELATIN INDIA LIMITED).

3. The votes casted through e voting were unblocked on Tuesday, 14th April, 2015 around 11:00 a.m in the presence of two witnesses who were not the employees of the company.

4. Thereafter, details containing, inter alia, list of equity shareholders, who voted "FOR" and "AGAINST" were downloaded, from the e voting web site of the Central Depository Services (India) Limited (CDSL).



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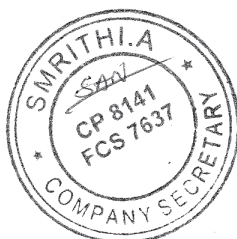
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5.I have collated the votes polled through E voting and the results for the same has been furnished below;

SI No	Resolutions	Type of Resolutions	Total Valid votes	Votes in favour	Votes in against	% in favour	% in against
1	To appoint Mr K.L Kumar (DIN No.00004804) as an Independent Director under the Companies Act,2013	Ordinary	3905687	3905685	2	99.99%	0.01%
2	To appoint Mr A.K Nair (DIN No.00009148) as an Independent Director under the Companies Act,2013	Ordinary	3905687	3902723	2964	99.92%	0.08%
3	To appoint Mrs Radha Unni (DIN No.03242769) as an Independent Director	Ordinary	3905953	3905951	2	99.99%	0.01%
4	To appoint Dr Naotoshi Umeno (DIN No.06976100) Japan as an Independent Director	Ordinary	3905687	3905687	0	100%	0



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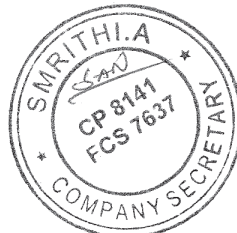


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5	To appoint Mr Takeo Yamaki (DIN No.02669053) as a Wholetime Director designated as Director (Technical)	Special	3905687	3905687	0	100%	0
6	Alteration of share capital-Memorandum of Association	Special	3905963	3905963	0	100%	0
7	Alteration of Articles of Association of the Company	Special	3905963	3905963	0	100%	0
8	Offer and issue of 929412 Optionally Convertible Non Cumulative Preference Shares (OCPS) at Fixed Coupon of USD Libor + 5% on the face value of OCPS.(USD Libor rate shall be 6 months USD Libor as on April,17,2015 "Date of EGM"	Special	3905963	3905697	266	99.99%	0.01%



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9	Approval for entry into Related Party Transaction by the Company	Special	5397	5395	2	99.99%	0.01%
10	Payment of Leave Travel Concession (LTC) of Mr G Suseelan, erstwhile Managing Director- rescission of earlier decision	Special	3905707	3902731	2976	99.92%	0.08%

Thanking you,
Yours faithfully,


Smrithi A,
Scrutiniser



Witness 1.

Abhilash N.A
Nediyalil House, Edayar P.O,
Koothattukulam
Ernakulam-686662

Witness 2.

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

SMRITHI. A
B.Com, FCS
Company Secretary
Kumara Vilasam, Ezhupunna P.O,
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