



Nicco Parks & Resorts Limited

CIN: L92419WB1989PLCo46487,

Registered office: 'Jheel Meel', Sector IV, Salt Lake City, Kolkata – 700 106

Tel: (033) 66285549 / 5509, Fax: (033) 23572116, Website: www.niccoparks.com, E-mail: niccopark@niccoparks.com

Notice of the 30th Annual General Meeting to the Members

NOTICE is hereby given that the 30th Annual General Meeting of the Members of NICCO PARKS & RESORTS LIMITED will be held on Friday, the 27th day of September, 2019 at 10:30 A.M at "Williamson Magor Hall" of The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata-700001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, (both Standalone & Consolidated basis) together with the Reports of Auditors & the Board of Directors thereon.
2. (a) To confirm the payment of Interim Dividend @ 60% (Re. 0.60 paise on an Equity Share of par value of Re.1/- each) already paid during the year &
(b) To Declare a final Dividend @ 20% (Re. 0.20 paise on an Equity Share of par value of Re.1/- each) on the Equity Shares of the Company for the Year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Rajive Kaul (DIN: 00065554), who retires by rotation, and is eligible for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**: -

"RESOLVED THAT, in accordance with the provisions of Sections 139 & 142 and any other applicable provisions of the Companies Act, 2013 ("Act"), read with the provisions of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Messrs Lodha & Co, Chartered Accountants (Firm Registration No: 301051E), having office at 14, Government place East, Kolkata-700069, be and are hereby appointed as Statutory Auditors of the Company for a period of five consecutive years, commencing from the conclusion of this meeting until the conclusion of the Thirty-Fifth (35th) Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company from time to time and that such remuneration be paid on a progressive billing basis."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**: -

Appointment of Mr. Atri Bhattacharya as Nominee Director: -

"RESOLVED THAT pursuant to the provisions of Section 152 & 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) & the Articles of Association

of the Company, Mr. Atri Bhattacharya, IAS (DIN:02433347), Nominee of the Government of West Bengal, Department of Tourism, who was appointed as an Additional Director (Nominee) of the Company at the Board meeting held on 26.07.2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company under section 160 of the Companies Act, 2013, be and is hereby appointed as a Nominee Director, liable to retire by rotation and designated as Chairman of the Company."

6. To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**: -

Appointment of Ms. Vandana Yadav as Nominee Director: -

"RESOLVED THAT pursuant to the provisions of Section 152 & 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) & the Articles of Association of the Company, Ms. Vandana Yadav, IAS (DIN:02202329), Nominee of the Government of West Bengal, West Bengal Industrial Development Corporation Limited, who was appointed as an Additional Director (Nominee) of the Company at the Board meeting held on 26.07.2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company under section 160 of the Companies Act, 2013, be and is hereby appointed as a Nominee Director of the Company, liable to retire by rotation".

7. To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**: -

Appointment of Mr. Tanmay Chakrabarty as Nominee Director: -

"RESOLVED THAT pursuant to the provisions of Section 152 & 161 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) & the Articles of Association of the Company, Mr. Tanmay Chakrabarty, IAS (DIN:07944812), Nominee of The Government of West Bengal, West Bengal Tourism Development Corporation Limited, who was appointed as an Additional Director (Nominee) of the Company at the Board meeting held on 26.07.2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company under section 160 of the Companies Act, 2013, be and is hereby appointed as a Nominee Director of the Company, liable to retire by rotation".

8. To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**: -

Appointment of Mr. Dipankar Chatterji, as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Dipankar Chatterji, (DIN: 00031256) who was appointed as an Additional Director (Independent) of the Company with effect from July 26, 2019 and who has submitted a declaration confirming that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and is eligible for appointment under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director of the Company u/s 160 of the Companies Act, 2013 be and is hereby appointed as a Non-Executive Independent Director of the Company and Mr. Chatterji shall hold office for a term upto five consecutive years, commencing from July 26, 2019.”

9. To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**: -

Re-appointment of Mr. Abhijit Dutta as Managing Director & Chief Executive Officer

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Abhijit Dutta (DIN - 00233374) Managing Director of the Company and designated as Managing Director and Chief Executive Officer of the Company for a period of 2 (two) years with effect from January 1, 2020 to December 31, 2021 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Abhijit Dutta (DIN - 00233374).”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give

effect to this resolution.”

10. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**: -

Re-Appointment of Mr. Sunil Mitra as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Sunil Mitra (DIN:- 00113473), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five consecutive years with effect from September 27, 2019 upto September 26, 2024.”

11. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**: -

Re-Appointment of Mr. Anand Charath, Chairman of Audit Committee as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Anand Charath (DIN:- 00234885), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five consecutive years with effect from September 27, 2019 upto September 26, 2024.”

12. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**: -

Re-Appointment of Mr. Tapan Chaki, as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Tapan Chaki (DIN:- 00235340), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for a second term of five consecutive

years with effect from September 27, 2019 upto September 26, 2024.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 and the applicable provisions of the Companies Act, 2013, if any, Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the continuation of Mr. Tapan Chaki (DIN:- 00235340) as a Non-Executive Independent Director of the Company consequent to Mr. Chaki attaining the age of 75 years during the tenure of his re-appointment as a Non-Executive Independent Director of the Company.”

13. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**: -

Re-Appointment of Mr. Sujit Poddar, Chairman of Nomination & Remuneration Committee as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Sujit Poddar (DIN:- 00041438),

Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five consecutive years with effect from September 27, 2019 upto September 26, 2024.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 and the applicable provisions of the Companies Act, 2013, if any, Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the re-appointment of Mr. Sujit Poddar (DIN:- 00041438) as a Non-Executive Independent Director of the Company consequent to Mr. Poddar attaining the age of 75 years during the tenure of his re-appointment as a Non-Executive Independent Director of the Company.”

Registered Office:

By Order of the Board
NICCO PARKS & RESORTS LIMITED

‘Jheel Meel’
Sector IV, Salt Lake City
Kolkata – 700 106

S/d .
Rahul Mitra

NOTES:

1. A Member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. The instrument appointing Proxies in order to be effective must be lodged must be lodged with the Company’s Registered Office at least 48 hours before the commencement of the Meeting. The holder of proxy shall prove his identity at the time of attending the meeting.
3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.

Additional information, pursuant to the **Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018**, pursuant to SEBI notification dated 9th May, 2018 with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 4 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution to the company prior to the commencement of e-voting in the following e-mail addresses:- a) rahul@niccoparks.com or b) pvsm17@rediffmail.com or c) evoting@nsdl.co.in
5. The Register of Members and Share Transfer Books of the Company will remain closed from the 16th day of September, 2019 to the 27th day of September, 2019 (both days inclusive).
6. The final dividend, if declared at the ensuing AGM, will be payable to those shareholders whose names stand on the Register of Members as on the close of business hours on the 14th day of September, 2019 and is proposed to be paid on or before 25th day of October, 2019.
7. The final dividend on Equity shares, as recommended by the Board of Directors of the Company, for the financial year ended March 31, 2019, if declared at the AGM, will be paid to those members and/or beneficial owners, whose names appear in the Register of Members of the company at the end of the business hours on Saturday, the 14th day of September, 2019.
8. The Register of Directors and Key Managerial Person (KMP) and their shareholding, maintained u/s 170 of the Companies Act, 2013 (“the Act”) and the register of contracts or arrangements in which the directors are interested, maintained u/s 189 of the Act will be available for inspection by members at the AGM.
9. Members are requested to bring their copies of the Annual Report and the Accounts to the Meeting. Members desirous of getting any information on the Accounts or operations of the Company, are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.

10. Members are requested to quote the ledger folio/account numbers in all communications with the Company and in case of shares held in dematerialized form they are requested to quote DP ID and Client ID numbers.
11. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
12. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of bank account details to their respective Depository Participant(s).
13. Members are requested to address all correspondence, including dividend matters to our Registrar and Transfer Agent, R & D Infotech Pvt. Ltd., 1st Floor, 7A Beltala Road, Kolkata - 700 026. E:Mail info@rdinfotech.net, Landline: 033-24192642.
14. i. Members are requested to note that pursuant to Section 205A of the Companies Act, 1956 all unclaimed / unpaid dividends upto the financial year ended 31.03.1995 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrant(s) for the said period are requested to forward their claims to the Registrar of Companies, West Bengal, 'Nizam Palace', II M.S.O. Building, 234/3A, A.J.C. Bose Road, Kolkata – 700 020, by submitting an application in the prescribed form.
- ii. Pursuant to Section 205A of the Companies Act, 1956 & Section 124 of the Companies Act, 2013, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund set up by the Central Government.
- iii. The unpaid/unclaimed dividends due for transfer to the Investor Education and Protection Fund (IEPF) set up by the Central Government are as follows:

Date of Declaration	Financial Year	Date of Transfer to Unpaid Dividend Account	Due Date for Transfer to IEPF
27.07.2012	2011-12	02.09.2012	02.09.2019
06.08.2013	2012-13	12.09.2013	12.09.2020
12.08.2014	2013-14	18.09.2014	18.09.2021
01.08.2015	2014-15	07.09.2015	07.09.2022
06.02.2016 (Interim Dividend)	2015-16	14.03.2016	14.03.2023
10.08.2016	2016-17	16.09.2016	16.09.2023
11.02.2017 (Interim Dividend)	2016-17	20.03.2017	20.03.2024
07.08.2017 (Final Dividend)	2016-17	13.09.2017	13.09.2024
09.02.2018 (Interim Dividend)	2017-18	18.03.2018	18.03.2025
09.08.2018 (Interim Dividend)	2018-19	15.09.2018	15.09.2025
03.11.2018 (Interim Dividend)	2018-19	10.12.2018	10.12.2025
12.02.2019 (Interim Dividend)	2018-19	21.03.2019	21.03.2026

- The Company will transfer the Unclaimed amount lying in respect of Final Dividend declared for the F.Y. 2011-12 to IEPF by 1st October, 2019.
- iv. Members who have not encashed their dividend warrant(s) for the above stated financial years are requested to make their claims to the Company accordingly and no claims shall lie with the company in this respect once the unclaimed dividend is transferred to the Investor Education and Protection Fund.
 - v. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 (the "IEPF Rules") as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall have to be transferred by the Company to the designated Demat account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Consequently, the Company has transferred equity shares relating to Financial Years 2008-09, 2009-10, 2010-11 and letters have been sent to all the Shareholders whose shares are about to be transferred relating to F.Y. 2011-12. Details of shares/ shareholders in respect of which dividend has not been claimed, are provided on our website and enlisted under the heading IEPF at link <https://niccoparks.com/financials/#collapseFive>. The shareholders are therefore encouraged to verify their records and claim their dividends of all the earlier seven years, if not claimed.
 - vi. Members are also informed that once the unclaimed / unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares. The eligible Members are entitled to claim such unclaimed / unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claim. Relevant details and the specified procedure to claim refund of dividend amount / shares can be accessed through the link: <https://niccoparks.com/financials/#collapseFive>.
15. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death. Members holding shares in physical mode should file their nomination with the Company or with M/s. R & D Infotech Pvt. Limited, the Registrar and Share Transfer Agent (RTA) of the Company, at their address given in the Annual Report, whilst those Members holding shares in demat / electronic mode should file their nomination with their Depository Participants (DPs).
 16. Mr. Rajive Kaul is interested in the Ordinary Resolution set out at item No.3 of the notice with regard to his re-appointment. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/

- their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out at under Item nos. 1 to 4 of the Notice.
17. Additional particulars of Directors seeking appointment/re-appointment at the AGM as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as per the directions issued by the Secretarial Standard on General Meetings (SS-2) are enclosed in **Annexure – A**.
 18. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the Company at the Registered Office or to M/s. R & D Infotech Pvt. Limited, the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
 19. The Notice of the 30th AGM and instruction for e-voting, along with the Attendance Slip and Proxy form are being sent in hard copy to the members of the Company who have not registered their email addresses with the Company/Registrar or Depository Participant(s) and by electronic mode to those members whose email addresses are registered with the Company/ Depository Participant(s) for Communication purpose.
 20. Electronic copy of the Annual Report for the year 2018-19 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report for the year 2018-19 is being sent in the permitted mode.
 21. The Notice of 30th Annual General Meeting, Standalone & Consolidated Audited financial statements, Directors' report, Auditors' report, etc. will also be displayed on the website of the Company <https://niccoparks.com/financials/#collapseFive>. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members who have not registered their email id with their Depository Participants are requested to do so and support the green initiative. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company – R&D Infotech Pvt. Ltd., 1st Floor, 7A, Beltala Road, Kolkata – 700 026, quoting their folio number(s).
 22. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
 23. SEBI vide circular No.: SEBI/LAD/NRO/GN/2018, dated 8th June, 2018 has mandated that securities of listed companies can be transferred only in dematerialized form from the 5th day of December, 2018. Subsequently, SEBI vide circular No. :51/2018 had increased the deadline in respect of transfer of shares in dematerialized form upto 1st April, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
 24. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to this Annual Report and forms part of this Notice.
 25. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the revised Secretarial Standard on General Meetings (SS- 2 issued by The Institute of Company Secretaries of India, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

 - I. a. The facility for voting through "Ballot Paper" or "Polling Paper" shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting and whose names are recorded in the Register of members of the Company or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e, 20th September, 2019 shall be able to exercise their right at the meeting through ballot paper or polling paper. The members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
 - b. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

II. The remote e-voting period commences on Tuesday, the 24th day of September, 2019 from 9:00 am and ends on Thursday, the 26th day of September, 2019 at 5:00pm. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

III. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system

Details as on Step 1 are mentioned below :-

1. Open the web browser by typing the URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a Mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open and enter your User Id, Password and also a verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial

password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. niccoparks.pdf file. Open the niccoparks.pdf file. The password to open the niccoparks.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The niccoparks.pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. Click on remote e-voting: “Active Voting Cycles”.
 - (c) Select “EVEN” of Nicco Parks & Resorts Limited.
 - (d) Now you are ready for remote e-voting as “Cast Vote” page opens.
 - (e) Cast your vote by selecting appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and thereafter click on icon “Submit” and also “Confirm” when prompted.
 - (f) Upon confirmation, the message “Vote cast successfully” will be displayed.

- (g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you have confirmed after voting on the Resolution, you will not be allowed to modify your vote.

General Guideline for Shareholders

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the e-mail id - rahul@niccoparks.com, b)pvsm17@rediffmail.com with a copy marked to evoting@nsdl.co.in
- b. It is strongly recommended not to share your Password with any other person and you must take utmost care to keep your Password confidential. Login to e-voting website will be disabled upon five unsuccessful login attempts with incorrect details. In such an event, you will require to reset the Password by clicking on the icon “Forgot User Details / Password” or “Physical User Reset Password” available on www.evoting.nsdl.com
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the “Downloads” section of www.evoting.nsdl.com or call on Toll Free No.: 1800 222 990
- IV. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- V. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the e-mail id - rahul@niccoparks.com, b)pvsm17@rediffmail.com with a copy marked to evoting@nsdl.co.in
- VI. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e., 20th September, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investors@rdinfotech.in or rahul@niccoparks.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 20th September, 2019 shall only be entitled to avail the facility of remote e-voting or voting at the AGM through “Ballot Paper” or “Polling Paper”, as may be decided by the Company.

VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2019. E-Voting rights cannot be used by proxy although corporate / institutional users are used to vote through their authorized representatives with the proof of their authorization.

- IX. The Company has appointed Mr. P. V. Subramanian (C.P No. : 2077 & ACS: 4585), Practicing Company Secretary, as the Scrutinizer for conducting the entire polling process (including remote e-voting) in a fair and transparent manner.
- X. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results are also to be forwarded to the Stock exchanges, where the shares of the Company are listed, within 48 hours of the conclusion of the AGM, in the prescribed format.
- XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <https://niccoparks.com/financials/#collapseFive> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. – 4

The Members of the Company at the 27th Annual General Meeting held on 10th August, 2016 approved the appointment of Messrs. Singhi & Co., Chartered Accountants, as the Statutory Auditors of the Company for a period of three years from the conclusion of the 27th AGM till the conclusion of the 30th AGM. Messrs. Singhi & Co will complete their present term at the ensuing 30th AGM. In terms of Section 139 & 142 of the Companies Act, 2013 (‘the Act’) read with the Companies (Audit and Auditors) Rules, 2014, Messrs. Singhi & Co have completed two consecutive terms as Statutory Auditors of the Company. Consequently, the Company proposes Messrs. Lodha & Co, Chartered Accountants as the Statutory Auditor.

The Board of Directors of the Company, on the recommendation of the Audit Committee has recommended for the approval of the Members, the appointment of Messrs. Lodha & Co, Chartered Accountants, (FRN:- 301051E) as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 35th AGM. The retiring Auditors of the Company being Messrs. Singhi & Co, were paid an audit fee of Rs.6,30,000 for conducting Statutory Audit of the Company for the financial year ended 31st March, 2019. The proposed remuneration to be paid to Messrs. Lodha & Co, Chartered Accountants, for the financial year 2019-2020 is Rs. 6,30,000 excluding fees for any other certification & reimbursement of out-of-pocket expenses. The proposed fee payable to M/s Lodha & Co. shall be fixed by the

Board of Directors of the Company.

M/s. Lodha & Co was founded in 1941 and the firm has 15 partners supported by experienced professionals providing services in the various fields including Statutory Audit, Risk and Management Advisory, Taxation and other Corporate Advisory. The Head Office is located at Kolkata and branches are in Mumbai, Delhi, Hyderabad, Chennai and Jaipur. It has presence in all major business groups, Banks and various Government and Non-Government organizations in India. They have experience of working with several multi-national companies, listed entities and companies with multiple products and services.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of Messrs. Lodha & Co, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

The Audit Committee has considered various parameters commensurate to the size & complexity of business operations of the Company, market standing of the firm, clientele served, goodwill & technical knowledge etc., and found Messrs. Lodha & Co, Chartered Accountants to be best suited to handle the audit of the financial statements of the Company.

Messrs. Lodha & Co, Chartered Accountants, have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act and have also mentioned that they are not disqualified as per Section 141 of the Companies Act, 2013 relating to their appointment.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise is interested in this Resolution.

This explanation is pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements), 2015.

The Board recommends this Resolution for your approval.

ITEM NO. – 5

The Company was in receipt of a Notification vide letter No: - WBIDC/CA/NPRL/749, dated 25th July, 2019 from the West Bengal Industrial Development Corporation Ltd., 23, Abanindranath Thakur Sarani, Kolkata-700017 intimating the nomination of Mr. Atri Bhattacharya, (DIN:02433347) IAS, Principal Secretary, Tourism Department, in place of Mr. A.R. Bardhan, IAS on the Board of Directors of the Company.

Shri. Atri Bhattacharya joined Indian Administrative Service in 1986. He has completed his Bachelors in Political Science (Hons). He is presently posted as Principal Secretary, Tourism Department, Government of West Bengal.

On the recommendations of the Nomination & Remuneration Committee (NRC), the Board of Directors of the Company appointed Mr. Atri Bhattacharya, IAS, Principal Secretary, Tourism Department, Nominee of Government of West Bengal, as an Additional Director (Nominee) on the Board of the Company with effect from 26th July, 2019 and also designated Mr. Bhattacharya as the Chairman of the Company in place of outgoing Mr. A.R. Bardhan. Mr. Bhattacharya will hold his office upto the date of this Annual General Meeting. The Company has received a notice in writing under Section

160 of the Companies Act, 2013, from a member of the Company signifying his intention to propose the appointment of Mr. Bhattacharya as a Nominee Director at the 30th Annual General Meeting. Mr. Bhattacharya, if elected, will be liable to retire by rotation.

The Company has received from Mr. Bhattacharya – (i) Consent in writing to act as a director in Form DIR-2 pursuant to Section 152 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a notice of declaration of his interest /concern in Form MBP-1 as provided in Section 184(1) of the Companies Act, 2013.

The Board is of the opinion that his association would be of immense benefit to the company and recommends the resolution for approval.

Excepting Mr. Bhattacharya, who is interested in his appointment, no other Director of the Company or Key Managerial Personnel or their relatives is/are concerned or interested, financially or otherwise, in the said appointment.

The Board recommends the resolution set out in item No. 5 for the approval of the members.

ITEM NO. – 6

The Company was in receipt of a Notification vide letter No:- WBIDC/CA/NPRL/749, dated 25th July, 2019 from the West Bengal Industrial Development Corporation Ltd., 23, Abanindranath Thakur Sarani, Kolkata-700017 intimating the nomination of Ms. Vandana Yadav, (DIN:02202329) IAS, Managing Director, West Bengal Industrial Development Corporation Ltd., in place of Mr. Surendra Gupta, IAS on the Board of Directors of the Company.

A Masters in International Relations from Jawaharlal Nehru University, New Delhi, Ms. Vandana Yadav joined Indian Administrative Service in 1998. She is also a M.SC in Public Policy and has done her Management from Kings College, London. In her professional career as an IAS officer, spanning twenty years, she has worked in general administration as District Magistrate, in Urban Development and Planning as Secretary and Special Secretary of Kolkata Metropolitan Development Authority (KMDA) with the Government of West Bengal. She has also served in Department of Commerce and Industry, Government of India, gaining experience of international trade issues, negotiations and promotion. She also worked as Deputy CEO of the India Brand Equity Fund.

Ms. Yadav is presently working as Managing Director of West Bengal Industrial Development Corporation Limited (WBIDC) under Commerce and Industries Department of Government of West Bengal and Secretary Micro, Small and Medium Enterprises Dept. She is also the Export Commissioner for the State.

On the recommendations of the Nomination & Remuneration Committee (NRC), the Board of Directors of the Company appointed Ms. Vandana Yadav, IAS, Managing Director, West Bengal Industrial Development Corporation Ltd, Nominee of West Bengal Industrial Development Corporation Ltd., as an Additional Director (Nominee) on the Board of the Company with effect from 26th July, 2019, in place of outgoing Mr. Surendra Gupta. Ms. Yadav will hold her office upto the date of this Annual General Meeting. The Company has received

a notice in writing under Section 160 of the Companies Act, 2013, from a member of the Company signifying his intention to propose the appointment of Ms. Yadav as a Nominee Director at the 30th Annual General Meeting. Ms. Yadav, if elected, will be liable to retire by rotation.

The Company has received from Ms. Vandana Yadav– (i) Consent in writing to act as a director in Form DIR-2 pursuant to Section 152 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a notice of declaration of his interest /concern in Form MBP-1 as provided in Section 184(1) of the Companies Act, 2013.

The Board is of the opinion that her association would be of immense benefit to the company and recommends the resolution for approval.

Excepting Ms. Vandana Yadav, who is interested in her appointment, no other Director of the Company or Key Managerial Personnel or their relatives is/are concerned or interested, financially or otherwise, in the said appointment.

The Board recommends the resolution set out in item No. 6 for the approval of the members.

ITEM NO. – 7

The Company was in receipt of a Notification vide letter No:- WBIDC/CA/NPRL/749, dated 25th July, 2019 from the West Bengal Industrial Development Corporation Ltd., 23, Abanindranath Thakur Sarani, Kolkata-700017 intimating the nomination of Mr. Tanmay Chakrabarty, (DIN:- 07944812) IAS, Managing Director, West Bengal Tourism Development Corporation Ltd., in place of Mr. Chinna Murugan, IAS on the Board of Directors of the Company.

Mr. Tanmay Chakrabarty joined Indian Administrative Service in 2006. A Bachelor of Technology, Mr. Chakrabarty is presently the Managing Director of West Bengal Tourism Development Corporation Limited & Director Tourism, Government of West Bengal. He was previously posted as the District Magistrate of Malda and Puruliya.

On the recommendations of the Nomination & Remuneration Committee (NRC), the Board of Directors of the Company appointed Mr. Tanmay Chakrabarty, IAS, Managing Director, West Bengal Tourism Development Corporation Ltd, Nominee of West Bengal Tourism Development Corporation Ltd, as an Additional Director (Nominee) on the Board of the Company with effect from 26th July, 2019, in place of outgoing Mr. Chinna Murugan. Mr. Chakrabarty will hold his office upto the date of this Annual General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member of the Company signifying his intention to propose the appointment of Mr. Chakrabarty as a Nominee Director at the 30th Annual General Meeting. Mr. Chakrabarty, if elected, will be liable to retire by rotation.

The Company has received from Mr. Tanmay Chakrabarty – (i) Consent in writing to act as a director in Form DIR-2 pursuant to Section 152 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a notice of declaration of his interest /concern in Form MBP-1 as provided in Section 184(1) of the Companies Act, 2013.

The Board is of the opinion that his association would be of immense benefit to the company and recommends the resolution for approval.

Excepting Mr. Tanmay Chakrabarty, who is interested in his appointment, no other Director of the Company or Key Managerial Personnel or their relatives is/are concerned or interested, financially or otherwise, in the said appointment.

The Board recommends the resolution set out in item No. 7 for the approval of the members.

ITEM NO. – 8

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Dipankar Chatterji, (DIN: 00031256) Additional Director (Independent) on July 26, 2019. The Company has also received declarations from Mr. Chatterji that he meets the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 (Act) and the Listing Obligations & Disclosure Requirements) Regulations 2015 (LODR Regulations). In the opinion of the Board, Mr. Chatterji meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16(1) (b), 17, 17A and 25(8) of LODR Regulations. Mr. Chatterji is not disqualified from being appointed as Director in terms of Section 164 of the Act and has consented to Act as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulations 17, 17A and 25(8) of the LODR Regulations, the appointment of Mr. Chatterji as an Independent Director with effect from July 26, 2019 for a period of 5 consecutive years is now being placed before the Members for their approval. In the opinion of the Board, he fulfils the conditions specified in the Act and the LODR Regulations for appointment as an Independent Director and is independent of the Management of the Company and he is not debarred from accessing the capital markets and/or restrained from holding position of directors in any listed company.

Mr. Chatterji, is a senior partner of the firm, L.B. Jha & Co. Chartered Accountants. He is also former Chairman of the Confederation of Indian Industry (CII-Eastern Region) and is currently a member of the National Council of CII. He was the former president of Indo American Chamber of Commerce (Eastern Region).

The Board considers that his association would be of immense benefit to the company and recommends the resolution for approval.

Excepting Mr. Dipankar Chatterji, who is interested in his appointment, no other Director of the Company or Key Managerial Personnel or their relatives is/are concerned or interested, financially or otherwise in the said appointment.

The Board recommends the resolution set out in item No. 8 for the approval of the members.

ITEM NO. – 9

Mr. Abhijit Dutta was appointed as Managing Director & designated as Managing Director & CEO of the Company for a period of 3 (three) years w.e.f. 1 January, 2017. The said term would expire on 31 December, 2019. The Board of Directors, based on recommendations of the Nomination and Remuneration Committee (“NRC”) at its meeting held on July 26, 2019 re-appointed Mr. Abhijit Dutta as Managing Director & designated him as Managing Director & CEO of the Company for a further period of 2 (two) years w.e.f. 1 January, 2020 upto the close of business hours on December 31, 2021. The appointment and payment of remuneration of Mr. Dutta shall be guided by the provisions of the Act.

The re-appointment of Mr. Dutta will be in accordance with following terms and conditions:-

1. Present Salary

Rs.1,40,000(One Lakh Forty Thousand) per month in the scale of Rs.1.00 lakh to Rs. 1.50 lakhs, per month.

2. New Scale effective 01.01.2020

Minimum per month (Rs.) Maximum per month (Rs.)

Rs.1,50,000 Rs.1,80,000

Salary to be reviewed each year, effective 1st day of January, 2020 and thereafter on 1st day of January, 2021.

Tenure

Two years from 1st day of January, 2020 till the close of business hours on December 31, 2021.

3. Perquisites

Perquisites are in addition to Salary and they are restricted to the following:

(i)	Residential Accommodation	Free furnished accommodation. In case no accommodation is provided by the Company, the managerial personnel shall be entitled to House Rent Allowance in lieu thereof @ 60% of salary. Value of perquisites to be calculated as per Income- tax Act, 1961.
(ii)	Servant Allowance	Rs. 2,500/- per month.
(iii)	Reimbursement of Gas & Electricity expenses	Actual expenses incurred on gas, electricity, water and furnishings to be valued as per Income-tax Act, 1961.
(iv)	Reimbursement of Club & Home Entertainment expenses	Upto the ceiling of Rs. 75,000/- per annum
(v)	Reimbursement of Soft Furnishing expenses	Upto the ceiling of Rs. 20,000/- per annum.
(vi)	Leave Travel Assistance	Upto a ceiling of Rs. 40,000/- per annum.
(vii)	Medical Reimbursement in a block period commencing from 1st January, 2020 to 31st December, 2021.	Equivalent to 2 months' salary.
(viii)	Personal Accident Insurance Premium	UptoRs. 4,000/- per annum.

(ix)	Car & Telephone	The Company shall provide car and telephone at residence. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephones and use of car for private purposes shall be treated as perquisites as per Income-tax Rules.
(x)	Fees to Professional Institutes	Reimbursement of the Actual fees paid.
(xi)	Provident Fund / Superannuation Fund	The Company's contribution to Provident Fund and Superannuation Fund shall be in accordance with the Rules and Regulations of the Company. Such contributions to Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on remuneration to the extent that these either singly or put together, are not taxable under the Income-tax Act, 1961.
(xii)	Gratuity	Gratuity in accordance with the Rules and Regulations of the Company and this will also not be included in computing limits for remuneration as aforesaid.
(xiii)	Leave	Leave accumulated shall be encashable at the end of the tenure as per the Company's Rules. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.

4. Minimum Remuneration

Notwithstanding anything herein, where in any financial year, during the currency of tenure of Mr. Abhijit Dutta, Managing Director & CEO, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above, not exceeding salary limit specified in Part II (Section II) Schedule V of the Companies Act, 2013 or any amendments thereof, provided that the following perquisites will not be included in computation of the ceiling limits:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable as per rules of the Company;
- c. Encashment of Leave at the end of the tenure.

The above remuneration is within the ceiling laid down in sections 196, 197 & 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013.

5. Notes

1. The above terms and conditions, of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Managing Director & CEO in accordance with Schedule V of the Companies Act, 2013 or any amendments made hereafter in this regard.
2. The appointment may be terminated by either party by giving the other party six months' notice or by the Company paying six months' salary in lieu thereof.
3. If at any time Mr. Abhijit Dutta ceases to be the Director of the Company for any cause whatsoever, he shall cease to be the Managing Director & CEO of the Company.
4. If at any time Mr. Abhijit Dutta, ceases to be in employment of the Company for any cause whatsoever, he shall cease to be the Managing Director & CEO of the Company.

Mr. Abhijit Dutta shall not be entitled to supplement his earnings under the appointment with any buying or selling commission. He shall not also become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company, without the prior approval of the Central Government.

Particulars as required under Section II of Schedule V of the Companies Act, 2013.

I. General Information

1. Nature of Industry:

Operating Amusement Park thereby providing amusement & leisure services.

2. Date of commencement of commercial production:

The Company was incorporated in 1989 & commenced commercial operations in October, 1991.

3. Financial performance:

During the F.Y 2018-19, the Company recorded a gross revenue of Rs. 5766 lakhs and profit before tax of Rs. 1094 lakhs.

4. Foreign Investments or Collaborations, if any:

During the year there has been no foreign investment or collaborations.

II. Information about the appointee: -

PARTICULARS	MR. ABHIJIT DUTTA, MANAGING DIRECTOR & CEO
Background details	Mr. Abhijit Dutta is a Mechanical Engineer by profession and has been associated with Park for more than 25 years. Mr. Abhijit Dutta has wide experience in the field of general administration, project marketing and engineering services and is presently serving his second term as the Managing Director & CEO of the Company w.e.f 1st January, 2017 upto December 31, 2019.

Past remuneration	Mr. Abhijit Dutta's last drawn basic salary is Rs. 1,40,000/- per month in a scale of Rs. 100,000-Rs.1,50,000 p.m. His present remuneration was revised by the Board, from time to time, consequent to the authority delegated to the Board by the Members at the AGM held on 7th August, 2017.
Recognition or awards	Mr. Abhijit Dutta is presently the Chairman, of Eastern Region of Indian Association of Amusement Park & Industries.
Job profile and his suitability	Mr. Abhijit Dutta has been looking after the overall affairs and operations of the Company under the guidance, supervision and control of the Board of Directors. A prolific leader, Mr. Dutta is involved in overall operation of business, strategic planning & long-term developmental activities of the Company. Nicco Parks & Resorts Limited has made enormous progress under the stewardship of Mr. Dutta, he has been instrumental in driving the business of the company on a sustainable & profitable course.
Remuneration proposed	The remuneration proposed has been adequately disclosed above.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration as proposed for Mr. Abhijit Dutta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Dutta is entitled to the remuneration as approved by the Members. Mr. Dutta is not entitled to sitting fees. No commission is paid to Mr. Dutta. Mr. Dutta does not hold any shares in the company as on date of the Notice. Mr. Dutta is not related to any Director, KMP or any other managerial personnel of the Company.

III. Other Information

1. Reasons for loss or inadequate profits:

For the year ended 31st March, 2019, the Company registered a Profit Before Tax of Rs.1094/- lakhs. However, due to volatility in market conditions, the economy and other unforeseen factors, the profit in the ensuing years may not be as envisaged by the Company.

2. Steps taken or proposed to be taken for improvement:

While volatility and unforeseeable events cannot be clearly anticipated, the Company is taking sustained measures for ensuring an increase in scale, breadth and depth of operations. It also considers various diversification opportunities on an ongoing basis.

3. Expected increase in productivity and profits in measurable terms:

The Amusement Park industry is under constant pressure from other forms of indoor & outdoor entertainment and there is a steady decrease in footfall in the overall amusement park industry scenario. Visitor taste and preferences have an important impact on footfalls in amusement parks, which also drives revenues. The amusement park industry is continuously exploring means to attract visitors through innovative and exciting modes of entertainment.

IV. Disclosures in terms of Remuneration Package and elements of Remuneration split between salary, benefit etc.

These have been adequately disclosed above.

None of the Directors and Key Managerial Personnel, except Mr. Abhijit Dutta, Managing Director & CEO of the Company or his relatives in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item No.9 of the Notice.

The Board recommends the resolution set out in item No. 9 for the approval of the members.

ITEM NO. – 10

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 25th Annual General Meeting, Mr. Sunil Mitra was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years. Mr. Mitra completes his initial term as Independent Director at the ensuing 30th Annual General Meeting.

Mr. Sunil Mitra (DIN 00113473), 68 years of age, retired in June 2011 from the office of Revenue & Finance Secretary, Government of India. In his public service career spanning over three and a half decades, he successfully spearheaded important policy initiatives in public finance at the national level, including a new disinvestment policy and far-reaching taxation reforms. During his earlier appointments under the West Bengal Government, he is credited with the design and implementation of significant public policy reforms in the State-owned Public Sector Enterprises and in restructuring the State's power sector. After completing his term of public service, Mr. Mitra chaired a Committee in the Planning Commission between October 2011 and August 2012 tasked with a comprehensive review of the different sectors of our economy and formulate recommendations that would foster a vibrant ecosystem for entrepreneurship in the country. He also served as member of a Technical Advisory Panel set up by the Government of India, to review an Indian Power Sector Diagnostic Study Report prepared by the World Bank. Mr. Mitra serves as a Non-Official Member of the Eastern Regional Board of the Reserve Bank of India and as a Non-Executive & Independent Director on the Boards of a number of Public Companies.

On the recommendations of the Nomination and Remuneration Committee ratified by Board of Directors at its meeting held on 26th July, 2019, Mr. Sunil Mitra who will complete his initial term as an Independent Director of the

Company at this 30th Annual General Meeting, is proposed to be re-appointed as an Independent Director of the company for a further term of 5 years, subject to approval of Members at this Annual General Meeting upto September 26, 2024.

The Company has received a declaration from Mr. Sunil Mitra, being eligible for re-appointment as Independent Director providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Sunil Mitra confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) and 25(8) of the Listing Regulations, as amended from time to time.

Mr. Sunil Mitra is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

The Board considers that Mr. Mitra's continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for the re-appointment of Mr. Sunil Mitra as an Independent Director of the Company.

Except Mr. Sunil Mitra, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the resolution set out in item No. 10 for the approval of the members.

ITEM NO. – 11

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 25th Annual General Meeting, Mr. Anand Chatrath was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years. Mr. Chatrath's term concludes at the ensuing 30th Annual General Meeting.

Mr. Anand Chatrath (DIN:- 00234885), aged 60 years, a Chartered Accountant by profession is presently the Chairman of Audit Committee of the company. Mr. Chatrath has vast expertise in the fields relating to audit & assurance, financial consultancy, general management & running of the industry. Mr. Chatrath is a partner in Messers. B. M. Chatrath & Co, Chartered Accountants. Mr. Chatrath is also a member of the Nomination & Remuneration Committee Stakeholders Relationship Committee and New Projects Committee of Nicco Parks & Resorts Limited.

Mr. Anand Chatrath has been associated with various listed & unlisted companies and has thereby helped in instilling highest level of Corporate Governance practices in Nicco Parks & Resorts Limited through his practical experiences. The Board of Directors of the company recommends his re-appointment as an Independent Director.

On the recommendations of the Nomination and Remuneration Committee ratified by Board of Directors at its

meeting held on 26th July, 2019, Mr. Anand Chatrath who will complete his initial term as an Independent Director of the Company at this 30th Annual General Meeting, is proposed to be re-appointed as an Independent Director of the company for a further term of 5 years, subject to approval of Members at this Annual General Meeting upto September 26, 2024.

The Company has received a declaration from Mr. Anand Chatrath, being eligible for re-appointment as Independent Director providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Anand Chatrath confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) and 25(8) of the Listing Regulations, as amended from time to time.

Mr. Anand Chatrath is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

The Board considers that Mr. Chatrath's continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for the re-appointment of Mr. Anand Chatrath as an Independent Director of the Company.

Except Mr. Anand Chatrath, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 11. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the resolution set out in item No. 11 for the approval of the members.

ITEM NO. – 12 & 13

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 25th Annual General Meeting, Mr. Tapan Chaki & Mr. Sujit Poddar were appointed as Independent Directors of the Company for a period of 5 (five) consecutive years. Mr. Chaki & Mr. Poddar complete their initial term as Independent Directors of the company at the ensuing 30th Annual General Meeting.

Mr. Tapan Chaki (DIN:- 00235340), aged 73 years, a Commerce Graduate, has vast expertise in the field of advertising, marketing & corporate communications. Mr. Tapan Chaki, Director of Meridian Advertising Pvt Ltd, is currently a member of the Audit Committee, Nomination & Remuneration Committee Corporate Social Responsibility Committee and New Projects Committee of Nicco Parks & Resorts Limited. Mr. Tapan Chaki has association with various companies and brings with him rich experience of marketing & advertising through his practical experiences. The Board of Directors recommends his reappointment as Independent Director.

Mr. Sujit Poddar (DIN:- 00041438), aged 72 years, is B.A, L.L.B. His vast expertise in the general management has

enriched the company from time to time. Mr. Sujit Poddar is currently a member of the Audit Committee and Chairman of the Nomination & Remuneration Committee Corporate Social Responsibility Committee and New Projects Committee of Nicco Parks & Resorts Limited. Mr. Sujit Poddar has been associated as Director in several companies. The Board of Directors of the company recommends his re-appointment as an Independent Director.

On the recommendations of the Nomination and Remuneration Committee ratified by Board of Directors at its meeting held on 26th July, 2019, Mr. Tapan Chaki & Mr. Sujit Poddar who complete their respective initial term as an Independent Director of the Company at this 30th Annual General Meeting, is proposed to be re-appointed as Independent Directors of the company for a further term of 5 years, subject to approval of Members at this Annual General Meeting for a second term of 5(Five) years upto September 26, 2024.

Both, Mr. Chaki & Mr. Poddar will have attained the age of 75 years, if re-appointed, as Independent Directors of the Company during their second term. Consequently, in compliance with the provisions of Regulation 17(1A) of the SEBI (Listing Obligations & disclosure Requirements) Regulations, 2015 (as amended from time to time), the resolutions set out in agenda No: 12 & 13 are proposed as Special Resolutions.

The Company has received separate declarations from Mr. Tapan Chaki & Mr. Sujit Poddar that they are eligible to be re-appointed as Independent Directors and have furnished their consents, respectively, in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received declarations from Mr. Tapan Chaki & Mr. Sujit Poddar, respectively, confirming their respective compliance to the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) and 25(8) of the Listing Regulations, as amended from time to time.

Mr. Tapan Chaki & Mr. Sujit Poddar are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, both Mr. Chaki & Mr. Poddar fulfill the conditions specified in the Companies Act, 2013 and are independent of the management.

The Board considers that the continued association of Mr. Chaki & Mr. Poddar would be of immense benefit to the Company and it is desirable to continue to avail their services. Accordingly, consent of the Members is sought for passing Special Resolutions as set out in these items of the Notice for the re-appointments of Mr. Tapan Chaki & Mr. Sujit Poddar as an Independent Directors of the Company.

Mr. Tapan Chaki & Mr. Sujit Poddar, being appointee Directors are interested in their respective resolutions in relation to re-appointment as Independent Directors. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 12 & 13 respectively. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors of the company recommends the resolution set out in item Nos. 12 & 13 for approval of the members.

Details of Directors seeking appointment/re-appointment at the ensuing 30th Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mr. Rajive Kaul	Mr. Atri Bhattacharya	Ms. Vandana Yadav	Mr. Tanmay Chakrabarty
DIN	00065554	02433347	02202329	07944812
Date of Birth	03.04.1949	07.04.1966	10.02.1972	24.09.1980
Date of Appointment:	17.03.1989	26.07.2019	26.07.2019	26.07.2019
Expertise in specific functional areas:	Management & running of Industry	Management & Administration, IAS	Management & Administration, IAS	Management & Administration, IAS
Qualifications	B.Sc (Hons.), MET. Engg (London), A.R.S.M. (London), F.I.M. (London), Chartered Engineer (London), M.I.I.M (India)	B.A Political Science (Hons)	Masters in International Relations, M.SC in Public Policy and Management from Kings College, London.	B. Tech
List of other Listed Companies in which Directorships held:	Nil	Nil	Nil	Nil
Memberships / Chairmanships of Committees of Directors of the Company	<ol style="list-style-type: none"> 1. Nomination & Remuneration Committee-Member 2. Corporate Social Responsibility Committee-Member 3. Audit Committee-Member 4. Stakeholders Relationship Committee-Member 	Nil	Nil	Nil
Memberships / Chairmanships of Committees of Directors of other Companies	Audit Committee – Member 1. Nicco Engineering Services Ltd.	Nil	Nil	Nil
Shareholding of Non-Executive Directors	21,55,000	Nil	Nil	Nil
Disclosure of relationship between directors inter-se	Father of Ms. Pallavi. P. Kaul	NA	Nil	Nil

Name of Director	Mr. Dipankar Chatterji	Mr. Abhijit Dutta	Mr. Sunil Mitra
DIN	00031256	00233374	00113473
Date of Birth	23.08.1948	30.05.1954	24.06.1951
Date of Appointment:	26.07.2019	01.01.2017	12.08.2014
Expertise in specific functional areas:	Finance & Accounts	Over 40 years Experience in the field of Marketing, manufacturing, projects & general management as well as running of the industry	Management & Administration IAS (Retd.)
Qualifications	Chartered Accountant	BE (Mechanical)	B.SC (Hons)
List of other Listed Companies in which Directorships held:	<ol style="list-style-type: none"> 1. Mangalore Chemicals & Fertilisers Limited. 2. Hindustan National Glass & Industries Limited. 3. TRF Limited. 	Nil	<ol style="list-style-type: none"> 1. Century Plyboards (India) Limited. 2. Texmaco Rail & Engineering Ltd. 3. Dollar Industries Limited.
Memberships / Chairmanships of Committees of Directors of the Company	Nil	Stakeholders Relationship Committee-Member New Projects Committee -Member	1. Stakeholders Relationship Committee- Member
Memberships / Chairmanships of Committees of Directors of other Companies	<p>Audit Committee- Member</p> <ol style="list-style-type: none"> 1. Hindusthan National Glass & Industries Limited. 2. Neotia Healthcare Initiative Limited. <p>Audit Committee-Chairman</p> <ol style="list-style-type: none"> 1. West Bengal Industrial Development Corporation Limited. 2. Peerless Financial Services Ltd. 3. Bengal Peerless Housing Development Company Ltd. 4. Jagaran Microfin Private Limited. 5. Mangalore Chemicals & Fertilisers Limited. <p>Stakeholders Relationship Committee</p> <ol style="list-style-type: none"> 1. TRF Limited - Member 	<p>Audit Committee</p> <p>Nicco Jubilee Park Limited -Member</p>	<p>Audit Committee-Member</p> <ol style="list-style-type: none"> 1. Magma HDI General Insurance Co. Ltd. 2. ECL Finance Limited <p>Policy Holder's Protection Committee</p> <ol style="list-style-type: none"> 1. Magma HDI General Insurance Co. Ltd.- Member <p>Nomination & Remuneration Committee</p> <ol style="list-style-type: none"> 1. Magma HDI General Insurance Co. Ltd - Chairman
Shareholding of Non-Executive Directors	Nil	Nil	Nil
Disclosure of relationship between directors inter-se	Nil	Nil	NA

Name of Director	Mr. Anand Chatrath	Mr. Tapan Chaki	Mr. Sujit Poddar
DIN	00041438	00235340	00041438
Date of Birth	16.03.1959	19.02.1946	07.02.1947
Date of Appointment:	12.08.2014	12.08.2014	12.08.2014
Expertise in specific functional areas:	Management Audit, Financial Consultancy, Back Office Operation.	Advertising, Marketing, Corporate Communication.	Industrial Relations
Qualifications	B.COM, FCA	B.COM	BA,LLB
List of other Listed Companies in which Directorships held:	Nil	Nil	Nil
Memberships / Chairmanships of Committees of Directors of the Company	<ol style="list-style-type: none"> Audit Committee-Chairman Stakeholders Relationship Committee- Chairman Nomination & Remuneration Committee- Member New Projects Committee-Member 	<ol style="list-style-type: none"> Nomination & Remuneration Committee-Member Audit Committee-Member Corporate Social Responsibility Committee-Member New Projects Committee-Member 	<ol style="list-style-type: none"> Nomination & Remuneration Committee- Chairman Corporate Social Responsibility Committee- Chairman Audit Committee- Member New Projects Committee-Member
Memberships / Chairmanships of Committees of Directors of other Companies	Audit Committee <ol style="list-style-type: none"> Nicco Engineering Services Ltd-Member 	Nil	Audit Committee-Member <ol style="list-style-type: none"> Infinity Infotech Parks Ltd Compensation & Remuneration Committee- Member Infinity Infotech Parks Ltd
Shareholding of Non-Executive Directors	Nil	Nil	Nil
Disclosure of relationship between directors inter-se	NA	NA	Nil

Registered Office:

'Jheel Meel'
Sector IV, Salt Lake City
Kolkata – 700 106

Date: July 26, 2019

By Order of the Board
NICCO PARKS & RESORTS LIMITED

Rahul Mitra
Sr. V. P. & Company Secretary
ACS 20714

Route Map to the AGM Venue



Williamson Magor Hall,
The Bengal Chamber of Commerce and Industry,
6 Netaji Subhas Road
Kolkata 700 001



NICCO PARKS & RESORTS LIMITED

CIN: L92419WB1989PLC046487

Regd. Office: 'Jheel Meel', Sector-IV, Salt Lake City, Kolkata – 700106

Ph.: (033) 6628 5509/6628 5549, Fax: (033) 2357 2116

E-mail: niccopark@niccoparks.com, Website: www.niccoparks.com

Form No. MGT-II

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name:..... Address:.....

.....E-mail Id:Signature:....., or failing him

2. Name:..... Address:.....

.....E-mail Id:Signature:....., or failing him

3. Name:..... Address:.....

.....E-mail Id:Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, September 27, 2019 at 10.30 a.m at 'Williamson Magor Hall', The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata – 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Ordinary Business	For	Against
1.	Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2019 together with the Auditors' Report and Directors' Report thereon.		
2.	Confirmation of the payment of Interim Dividend @ 60% per Equity Share already paid during the year 2018-19 and to declare Final Dividend @ 20% per Equity Share for the financial year 2018-19.		
3.	Appointment of a Director in place of Mr. Rajive Kaul (DIN: 00065554), who retires by rotation and being eligible offers himself for reappointment.		
4.	Appointment of M/s. Lodha & Co, Chartered Accountants as the Statutory Auditors of the Company for a period of five consecutive years, to hold office from the conclusion of the 30th Annual General Meeting upto the conclusion of the 35th Annual General Meeting, and fixation of remuneration thereof.		
	SPECIAL BUSINESS		
5.	Appointment of Mr. Atri Bhattacharya, IAS, (DIN: 02433347), Chairman, liable to retire by rotation as a Nominee Director of the Company.		
6.	Appointment of Ms. Vandana Yadav, IAS, (DIN: 02202329), liable to retire by rotation as a Nominee Director of the Company.		
7.	Appointment of Mr. Tanmay Chakrabarty, IAS, (DIN: 07944812), liable to retire by rotation as a Nominee Director of the Company.		
8.	Appointment of Mr. Dipankar Chatterji, (DIN: 00031256) as an Independent Director of the Company for a period of five years.		

9.	Re-appointment of Mr. Abhijit Dutta, Managing Director & CEO (DIN:-00233374) for a further period of two years w.e.f. 1st January, 2020 upto 31st December, 2021 and to fix the terms of remuneration.		
10.	Re-appointment of Mr. Sunil Mitra, (DIN:-00113473) as an Independent Director of the Company for a second term of five years.		
11.	Re-appointment of Mr. Anand Chatrath,(DIN:-00234885)as an Independent Director of the Company for a second term of five years.		
12.	Re-appointment of Mr. Tapan Chaki, (DIN:-00235340) as an Independent Director of the Company for a second term of five years w.e.f. 27th September, 2019 upto 26th September, 2024 and continuance of his office as Independent Director post attaining the age of 75 years.		
13.	Re-appointment of Mr. Sujit Poddar, (DIN:-00041438) as an Independent Director of the Company for a second term of five years w.e.f. from 27th September, 2019 upto 26th September, 2024 and continuance of his office as Independent Director post attaining the age of 75 years.		

Signed this day of 2019.

Affix Revenue Stamp of Re. 1

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
3. This is optional. Please put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.