Nicco Parks & Resorts Limited

CIN: L92419WB1989PLC046487,
Registered office: 'Jheel Meel', Sector IV, Salt Lake City, Kolkata – 700 106
Tel: (033) 6628-5528/5518, Website: www.niccoparks.com, E-mail: niccopark@niccoparks.com

Notice of the 35th Annual General Meeting

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Nicco Parks & Resorts Limited will be held on Friday, the 13th day of September, 2024 at 3:00 P.M. Indian Standard Time ("IST") through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), to transact the following businesses:

Ordinary Business(es):

To consider and, if thought fit, to pass, resolution nos. 1 to 4 as **Ordinary Resolutions:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, (both standalone & consolidated basis) together with the Reports of Auditors & the Board of Directors thereon.

2. To confirm Interim Dividend on equity shares

   To confirm the payment of Interim Dividends @ 150% (Re. 1.50 paisa on an Equity Share of par value of Re.1/- each) already paid during the year.

3. To appoint a Director in place of Prof. Ashok Banerjee (DIN: 06884670), who retires by rotation, and is eligible for re-appointment. &

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s Lodha & Co, LLP Chartered Accountants (ICAI Firm Registration No: 301051E/E300284), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 35th Annual General Meeting (AGM) until the conclusion of the 40th AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

   RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Special Business:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

5. **Appointment of Mr. Shashank Sethi, IAS (DIN:-10738165), as a Director.**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shashank Sethi, IAS (DIN:-10738165), who was appointed as a Nominee Director(Additional) on 19th August, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting 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 (representing West Bengal Tourism Development Corporation Limited) liable to retire by rotation."

   "RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

By Order of the Board
NICCO PARKS & RESORTS LIMITED

S/d
Rahul Mitra
Company Secretary & Compliance Officer
ICSI Membership No:- 20714

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

Date: August 19, 2024

NOTES:

1. **General instruction for accessing and participating in the 35th AGM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility**

   The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos.14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular no. 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively, in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") and permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the members of the Company is being held through VC /OAVM on 13th September, 2024, at 3:00 P.M. The deemed venue for the 35th AGM shall be the Registered Office of the Company situated at 'Jheel Meel', Sector IV, Salt Lake City, Kolkata– 700106. Hence Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith.

   A. VC/OAVM – Major Guidelines

   (i) Members are requested to join the Thirty-Fifth Annual General Meeting (AGM) through VC/OAVM mode on and from 2:30 P.M. IST by clicking on the link https://www.Evoting.nsdl.com under Members login, where the EVEN of the Company will be displayed, by using the Remote E-Voting credentials and following the procedures mentioned later in these Notes. Facility for joining the VC/OAVM shall be kept open for the Members from 2:30 P.M. IST and may be closed at 3:15 P.M. IST or thereafter (NSDL providing facility)

   (ii) The facility of participation at the AGM will be made available for 1000 members on a first-cum-first-served basis.

   (iii) Members are requested to express their views/send their queries in advance mentioning their name, DP ID and Client ID number /Folio No., email ID, mobile no. at rahul@niccoparks.com till 4 P.M. (IST) on and before 11th September, 2024.

   (iv) Members who would like to ask questions during the Thirty-Fifth AGM of the Company need to register themselves as a speaker by sending their requests along with their questions mentioning their name, DP ID and Client ID number/folio number, email id, mobile number, to the Company's email address at rahul@niccoparks.com latest by 4 P.M. (IST) on or before 11th September, 2024.

   (v) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with or good internet speed.

   (vi) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

2. The Company received a fresh nomination for Ms. Nandini Chakravorty, IAS, (DIN: 01281290) through Notification No: 176-TM-15013(99)/9, dated 06.04.2023. Ms. Chakravorty, IAS, was appointed as the Chairperson and nominee of the Government of West Bengal, Department of Tourism, replacing the outgoing Director, Dr. Saumitra Mohan, IAS. Her appointment as a Director on the Board became effective on May 29, 2023.

3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC OR OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form and attendance slip of AGM are not annexed to this notice.

4. Corporate members are requested to send a certified scanned copy of the board resolution to the company prior to the commencement of e-voting, authorizing their representatives to attend the meeting, pursuant to Section 113 of the Companies Act, 2013, at the following e-mail addresses :- a) rahul@niccoparks.com or b) pvsm17@rediffmail.com or c) evoting@nsdl.co.in

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. During the AGM members may access the scanned copy of the register of directors and Key Managerial Personnel (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 after logging in to NSDL e-voting system.

7. 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.

8. 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.

9. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Non-resident Indian Members are requested to inform R & D Infotech Pvt. Ltd., immediately of :-

   (a) Change in their residential status on return to India for permanent settlement.

   (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

10. Members are requested to address all correspondence, including dividend matters to our Registrar and Transfer Agent, R & D Infotech Pvt. Ltd., 15/C, Naresh Mitra Sarani formerly Beltala Road, Kolkata - 700 026.

11. 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
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
27.09.2019 (Final Dividend)	2018-19	03.11.2019	03.11.2026
26.07.2019 (Interim Dividend)	2019-20	01.08.2019	01.08.2026
31.10.2019 (Interim Dividend)	2019-20	07.12.2019	07.12.2026
12.02.2020 (Interim Dividend)	2019-20	20.03.2020	20.03.2027
08.08.2022 (Interim Dividend)	2022-23	14.09.2022	14.09.2029
03.11.2022 (Interim Dividend)	2022-23	10.12.2022	10.12.2029
03.02.2023 (Interim Dividend)	2022-23	22.03.2023	22.03.2030
18.09.2023 (Final Dividend)	2022-23	19.10.2023	19.10.2030
14.08.2023 (Interim Dividend)	2023-24	24.09.2023	24.09.2030
09.11.2023 (Interim Dividend)	2023-24	28.12.2023	28.12.2030
13.02.2024 (Interim Dividend)	2023-24	21.03.2024	21.03.2031
03.05.2024 (Interim Dividend)	2023-24	05.06.2024	05.06.2031

- The Company has transferred the Unclaimed amount lying in respect of Final Dividend & Interim Dividend declared for the F.Y 2015-16 & F.Y 2016-17 respectively and proposes to transfer the Unclaimed amount lying in respect of Final Dividend declared for the F.Y 2016-17 to IEPF by 13th October, 2024.

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, 2011-2012, 2012-2013, 2013-2014, 2014-2015, 2015-2016 (Interim Dividend), 2015-16 (Final Dividend), & 2016-17 (Interim Dividend) and letters have been sent to all the Shareholders whose shares are about to be transferred relating to F.Y. 2016-2017 (Final dividend). 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/wp-content/uploads/formidable/37/IEPF-LETTER-16-17.pdf 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: http://www.iepf.gov.in/IEPFA/refund.html

12. 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. Ltd., 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).

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc:

a) **For shares held in electronic form:** to their Depository Participants (DPs)

b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_ RTAMB/P/CIR/2021/655 dated November 03, 2021. The Company has sent letters for furnishing the required details.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.niccoparks.com and on the website of the Company's Registrar and Transfer Agent, R & D Infotech Pvt. Ltd. at www.rdinfotech.org. It may be noted that any service request can be processed only after the folio is KYC Compliant, for which please refer our website.

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or R & D Infotech Pvt. Ltd., for assistance in this regard.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or R & D Infotech Pvt. Ltd., the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.niccoparks.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to R & D Infotech Pvt. Ltd. in case the shares are held in physical form.

13. Additional particulars of Director retiring by rotation and eligible for re-appointment 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**.

14. 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 holdings 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. Ltd., 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).

15. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income-tax Act, 1961 (the IT Act). In general, to enable compliance with TDS requirements Members are requested to complete and /or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their Depository Participants (DPs) or in case shares are held in physical form, ensure that their Electronic Bank Mandate is updated with their respective DPs.

16. Members holding shares in physical mode/Members whose e-mail id's are not registered with the RTA, may send their mandates for receiving dividend directly into their bank accounts through any RBI approved electronic mode of payments, by writing at rahul@niccoparks.com or to the RTA at info@rdinfotech.net enclosing the following documents: (a) Folio Number and self-attested copy of PAN Card; (b) Name of the Bank, Branch where dividend is to be received and type of Account; (c) Bank Account No. allotted by the Bank after implementation of Core Banking Solutions and 11 digits IFSC Code; and (d) Self-attested scanned copy of Bank Passbook and Cancelled Cheque leaf bearing the name of the Member or the first holder. In case, the company is unable to pay the dividend to any shareholder by the electronic mode, due to non – availability of the details of the bank account, the company shall upon normalization of the postal services, dispatch the dividend warrant/cheque to such shareholder by post.

17. Pursuant to the MCA Circulars and SEBI Circular, the Notice of the 35th AGM and the Annual Report of the Company for the financial year ended 31st March, 2024 including therein the Audited Financial Statements for the year 2023-2024, the afore-mentioned documents are being sent only by email to the members. Therefore, Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant/s (DPs), and who wish to receive the Notice of the 35th AGM of the Company along with the Annual Report for the 2023-2024 and all other communications from time to time, can get their email addresses registered by following the steps as mentioned herein below:-

    A. For Members holding shares in physical form, please send a scanned copy of the signed request letter mentioning your Folio Number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA's email address info@rdinfotech.net

    B. For the Members holding shares in demat form, please update your email address through your respective Depository Participant(s).

18. The Notice of 35th Annual General Meeting, Standalone & Consolidated Audited financial statements, Directors' report, Auditors' report, etc. will also be displayed on the website of the Company www.niccoparks.com. The Notice can also be accessed from the websites of the Stock Exchange, namely, BSE LIMITED (BSE) at www.bseindia.com and the AGM Notice is also on the website of NSDL (Agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com. Members may view the Full version of the AGM Notice along with the Annual Report of the Company for the Financial Year 2023-24 in electronic mode from the website of the Company, viz., www.niccoparks.com. The aforesaid documents will also be available in the "Corporate" segment in the website of the Company at www.niccoparks.com.

19. 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., 15/C, Naresh Mitra Sarani formerly Beltala Road, Kolkata - 700 026, quoting their folio number(s).

20. At the 30th AGM of the company M/s. Lodha & Co., Chartered Accountants had been appointed as the Statutory Auditors of the Company for a period of 5 years upto the conclusion of the 35th Annual General Meeting. The company has received the consent/confirmation of the M/s. Lodha & Co, Chartered Accountants towards their re-appointment as Statutory Auditor and a certificate from them to the effect that their re-appointment, if made, would be in accordance with all the conditions prescribed under the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014 and that they are not disqualified if re-appointed, for a second term of five years commencing from the close of this 35th AGM upto the close of the 40th AGM. Consequently, Board of Directors recommend to the members the re-appointment of M/s. Lodha & Co, Chartered Accountants as the Statutory Auditors for the term of five years.

21. Electronic copies of all the documents referred to in the accompanying Notice of the 35th AGM of the Company and the Explanatory Statement shall be available in the "Corporate" section of the website of the Company at www.niccoparks.com.

22. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized.

23. Since the AGM will be held through VC / OAVM facility, the Route Map is not annexed to this Notice.

24. 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 in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities and the revised Secretarial Standard on General Meetings (SS- 2) issued by The Institute of Company Secretaries of India, read with the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 35th 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. **The remote e-voting period commences on Tuesday, the 10th day of September, 2024 from 9:00 am and ends on Thursday, the 12th day of September, 2024 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 6th September, 2024,** 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. Only those Members, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

I. 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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. 

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 – 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following 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 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and 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 116030 user ID is 116030001***

5. Password details for shareholders other than Individual shareholders 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 to 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. a .pdf file. Open the .pdf file. The password to open the .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 .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   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.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and Annual General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Annual General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

II. Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@rdinfotech.net or the Company's email id – rahul@niccoparks.com.

In case shares are held in demat mode, please provide DPIDCLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@rdinfotech.net or the Company's email id – rahul@niccoparks.com.

b. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Step (1) or Step (2) as the case may be.

25. Instructions for members for attending the AGM through VC/ OAVM are as under [In addition to Note No. 1A]:

a. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

b. Members are encouraged to join the Meeting through Laptops for better experience.

c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d. Directors, Promoter shareholders and other institutional shareholders are encouraged to attend and vote at the 35th AGM of the Company via the VC/OAVM Facility, with no restrictions related to the first-come-first-served basis.

e. The Chairman of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and the Statutory Auditors are encouraged to attend the meeting without restriction on account of First-come-first-served basis.

26. 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 – a) rahul@niccoparks.com, b) pvsm17@rediffmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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.: 022-4886 7000 or send a request to Ms. Pallavi Mhatre Senior Manager at evoting@nsdl.com

I. 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., 6th September, 2024** 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.

II. 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 6th September, 2024** shall only be entitled to avail the facility of remote e-voting or casting vote through e-Voting system during the Meeting.

III. 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 i.e. 6th September, 2024**. 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.

IV. The Company has appointed Mr. P. V. Subramanian (C.P No.: 2077 & ACS: 4585) Company Secretary in Whole-Time Practice, as the Scrutinizer for conducting the entire polling process (including remote e-voting) in a fair and transparent manner.

V. During the 35th AGM of the Company, the Chairperson shall, after response to the questions raised by the Members in advance or as a speaker at the 35th AGM, formally propose to the Members participating through VC/OAVM facility to vote on the Resolutions as set out in the Notice of the 35th AGM of the Company and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast their votes, the e-Voting will be closed with the formal announcement of the closure of the 35th AGM of the Company.

VI. The Scrutinizer shall after the conclusion of e-Voting at the 35th AGM, first download the votes cast at the 35th AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.

VII. The consolidated voting results will be declared within two working days of the conclusion of 35th AGM or three days from the conclusion of 35th AGM, whichever is earlier, in compliance with requirements of the Companies Act, 2013 and Listing Regulations. The report of the Scrutinizer shall be also placed on the website of the Company www.niccoparks.com and on the website of NSDL upon declaration of result by the Chairman or a person authorized by him in writing.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (THE "ACT")/ INFORMATION REQUIRED AS PER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('LISTING REGULATIONS')

Item No. 4

Messers. Lodha & Co LLP, a firm of Chartered Accountants having its Registered Office at 19, Esplanade Mansion, 14, Government Place East, Kolkata 700069, West Bengal was founded in 1941. It has branches in Mumbai, Delhi, Hyderabad, Chennai and Jaipur. The firm has 16 Partners and a dedicated team of more than 80 Professionals. Staff strength of the firm, other than Professional Staff, is around 300 personnel. The firm is currently providing Assurance, Taxation, Accounting and Advisory Services. The firm having more than 80 years of professional experience, has presence in major Business Groups, Banks and various non-Government and Government organisations in India.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of Messers. Lodha & Co LLP, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 35th AGM till the conclusion of 40th AGM of the Company, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

Messers. Lodha & Co LLP have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder. The total fees paid to the Statutory Auditor i.e Messers. Lodha & Co LLP on a consolidated basis for all the services provided by them is Rs.13.96 lakhs plus applicable taxes and out-of-pocket expenses for the financial year 2023-2024. The increase in fee proposed to be paid to Messers. Lodha & Co LLP for the financial year ending March 31, 2025 & thereafter till the conclusion of their tenure at the 40th AGM of the company, will be mutually agreed. Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms. The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.4 of the Notice for approval of the Members.

Item No: 5

The Company is in receipt of a letter from West Bengal Industrial Development Corporation Limited (WBIDCL), dated March 19, 2024 intimating the nomination of Mr. Shashank Sethi, IAS (DIN: 10738165), Managing Director in West Bengal Tourism Development Corporation Limited(WBTDCL) in place of outgoing Director, Mr. Ramapadhran Arjun, IAS, (DIN:10191077).

On the recommendations of the Nomination & Remuneration Committee (NRC), the Board of Directors of the Company appointed Mr. Shashank Sethi, IAS (DIN: 10738165), Managing Director, WBTDCL, as an Additional Director (Nominee) on the Board of the Company with effect from August 19, 2024. 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. Shashank Sethi, IAS (DIN: 10738165) as a Nominee Director. Mr. Sethi, if elected, will be liable to retire by rotation.

The Company has received from Mr. Shashank Sethi, IAS (DIN: 10738165)-

(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(1) or 164(2) of the Companies Act, 2013

(iii) a notice of declaration of his interest /concern in Form MBP-1 as provided in Section 184(1) of the Companies Act, 2013 and

(iv) Declaration to the effect that he is not debarred from holding the office of director pursuant to any SEBI order or any such other authority. The Board is of the opinion that the association of Mr. Shashank Sethi, IAS (DIN: 10738165), would be of immense benefit to the company.

Except Mr. Shashank Sethi, IAS (DIN: 10738165), 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.

ANNEXURE - A

Information as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment/ reappointment at the 35th Annual General Meeting :

Particular	Prof. Ashok Banerjee	Mr. Shashank Sethi, IAS
Agenda Item No.	ItemNo.3	Item No.5
Brief Resume of the Director	Prof. Ashok Banerjee joined the Indian Institute of Management Udaipur as Director on 1 August 2022. Previously, he was a Professor (Finance and Control) at IIM Calcutta (IIMC) for almost 18 years and at IIM Lucknow for 4 years. He also served as the Dean (New Initiatives and external Relations) of IIM Calcutta during 2012-2015. He is a Postgraduate in Commerce from University of Calcutta, a qualified Chartered Accountant and holds a PhD from Rajasthan University. His current areas of research include high frequency finance and sentiment analysis. Prof. Banerjee, during his tenure as Dean, was instrumental in setting up an Incubator at IIM Calcutta called IIM Calcutta Innovation Park, which is duly recognized by the Department of Science & Technology (DST) as a Technology Business Incubator. Prof. Banerjee was the founder-coordinator of the Financial Research and Trading Laboratory of IIM Calcutta. He was instrumental in starting the International Finance Conference in 2009 at IIM Calcutta. The conference is now rechristened as India Finance Conference and is organized jointly by IIM Calcutta, IIM Bangalore and IIM Ahmedabad. Prof. Banerjee serves as an independent director on the Boards of companies in the healthcare, entertainment, and technology sectors.	Mr. Sethi completed his schooling at DAV Public School in Helal, Jharkhand, and pursued his college education at Rajhans Vidalaya in Mumbai. He holds a degree in Aerospace Engineering from the prestigious Indian Institute of Technology (IIT), Kharagpur, where he graduated in 2006. Notably, he secured an impressive 48th rank in the all-India merit list of the UPSC-2009 examination and joined civil services. His journey reflects dedication, excellence, and a strong academic background.

Particular	Prof. Ashok Banerjee	Mr. Shashank Sethi, IAS
Date of Birth	23.07.1965	15.02.1984
Age	59 Years	40 years
Date of first Appointment on the Board	29.09.2021	19.08.2024
Director Identification Number	06884670	10738165
Qualification	Post-graduate in Commerce from University of Calcutta, a qualified Chartered Accountant and holds a PhD from Rajasthan University.	Aerospace Engineer - Indian Institute of Technology (IIT), Kharagpur
Experience/Expertise in Specific Functional Area	Commerce & Finance	His area of expertise includes management and administration.
Directorships held in other Companies (excluding Foreign Companies)	1. GNRC Community Hospitals Limited 2. IIM Udaipur Incubation Centre 3. JM Financial Asset Management Limited	West Bengal Tourism Development Corporation Limited (WBTDCL)
Listed Entities from which he/she has resigned as Director in past 3 years	Nil	Nil
Membership/Chairmanship of Committees of other Public Companies	Nil	Nil
Number of Meetings of the Board attended during the year	1	NA
Remuneration last drawn	NA	NA
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA	NA
Shareholding in the Company	Nil	Nil

By Order of the Board
NICCO PARKS & RESORTS LIMITED

S/d
Rahul Mitra
Company Secretary & Compliance Officer
ICSI Membership No:- 20714

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

Date: Auguest 19, 2024