P. V. SUBRAMANIAN
B.Com., LL.B., ACS.
Company Secretary in Whole-time Practice

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ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
NICCO PARKS & RESORTS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2022.

I, P. V. Subramanian, Company Secretary in Whole-time Practice, have examined:

(a) all the documents and records made available to me and explanation provided by **Nicco Parks & Resorts Limited** (CIN: L92419WB1989PLC046487), having its Registered Office at "Jheel Meel", Sector-IV, Salt Lake City, Kolkata-700106 ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity, and

(d) all other documents/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of :

(a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations (including amendments and modifications from time to time) whose provisions and the circulars/ guidelines issued thereunder, have been examined, include-

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(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the company during the review period)**;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the company during the review period)**;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the company during the review period)**;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the company during the review period)**;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the company during the review period)**;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and

(k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the company during the review period)**;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to spread of the COVID-19 pandemic, I hereby report that, during the Review Period:

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(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

1.	2	3	4
Sr. No.	**Compliance Requirement (Regulations/circulars/ guidelines including specific clause)**	**Deviations**	**Observations / Remarks of the Practicing Company Secretary**
	N I L		

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
		N I L		

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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous report	Observations made in the secretarial compliance report for the year ended 31/03/2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	BSE Ltd.	Non-compliance with the requirements pertaining to continuation of Non-executive director who has attained the age of seventy-five years.	BSE Ltd. vide their Email communication Ref: SOP-CReview-Feb2021 dt 15/02/2021 with the Company had imposed a fine for 4 days (Rs.9440/-, inclusive of GST of Rs.1440/-) which was paid by the Company on 24-02-2021.	**The issue was resolved by the Company during the FY 2020-21 itself.**
2.	Deviation of the terms of Regulation 31(2) of SEBI (LODR) Regulations, 2015.	6048000 equity shares (i.e. 12.92% of the total holdings) held by West Bengal Tourism Development Corpn. Ltd. ("WBTDC"), one of the Promoters, are not in dematerialized form.	The Company has been following up with WBTDC to make good this deviation.	**The shares have since been dematerialized with NSDL by WBTDC on 19th April, 2021.**

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(e) I further certify that the listed entity has complied with the provisions of Para 6(A) and 6(B) of SEBI Circular no. CIR/CFD/CMD1/114/2019 dated 18.10.2019 relating to the terms of appointment of statutory auditors of the Company.



Place: Kolkata,

Signature: P.V. Subramanian

Date: 20/05/2022. **Name of the Practicing Company Secretary: P.V. SUBRAMANIAN**

ACS No.: 4585

C P No.: 2077

UDIN: A004585D000357267