

P. V. SUBRAMANIAN

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Company Secretary in Whole-time Practice

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MANOJ SHAW & CO.

COMPANY SECRETARIES

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REPORT OF JOINT SCRUTINIZERS

To,

Chairperson

31st Annual General Meeting

Nicco Parks & Resorts Limited

Madam,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted prior to the 31st Annual General Meeting ('AGM') of Nicco Parks & Resorts Limited held on Thursday, December 24, 2020 at 02.30 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') and remote e-voting conducted during the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended to date, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

We, P. V. Subramanian, Practicing Company Secretary, and Manoj Prasad Shaw, Practicing Company Secretary, were appointed as Scrutinizers by the Board of Directors of **Nicco Parks & Resorts Limited** ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 31st AGM of the Company held on Thursday, December 24, 2020 at 02.30 p.m. (IST) through VC / OAVM. We were also appointed as Scrutinizers to scrutinize the remote e-voting process during the AGM.

The AGM Notice dated December 01, 2020 was sent in respect of the below mentioned resolutions through electronic mode to those Members whose email addresses were registered with the Company/ Depositories. The emails were sent in compliance with the MCA Circular No. 20/2020 dated May 5, 2020 read with Circulars 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P2020/79 dated May 12 2020.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company before the AGM.

The voting period for remote e-voting commenced on Monday, December 21, 2020 at 09.00 a.m. (IST) and ended on Wednesday, December 23, 2020 at 05.00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility of NSDL to the shareholders present at the AGM through VC, who had not cast their votes earlier.

The shareholders of the Company holding shares as on the "cut-off" date of December 17, 2020 were entitled to vote on the resolutions forming part of the Notice of the AGM.

After the closure of the e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted diligently. /

We have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions forming part of the notice of the AGM.

Our responsibility as scrutinizers for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

We now submit the consolidated Report as under on the result of the remote e-voting conducted prior to the AGM and during the AGM in respect of the said Resolutions.

ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution:

Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2020 (both standalone & consolidated basis) together with the Reports of the Auditors & the Board of Directors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
52	30386632	79.26

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	7950733	20.74

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

Resolution 2: Ordinary Resolution:

Confirmation of payment of Interim Dividend @ 60% (Re.0.60 paise on the Equity Shares of par value of Re.1/- each) already paid during the year for the Financial Year 2019-2000.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
51	30384749	79.26

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	7952616	20.74

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

Resolution 3: Ordinary Resolution:

Re-appointment of Ms. Vandana Yadav (DIN:-02202329), as Director retiring by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
51	30386626	79.26

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	7950739	20.74

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

SPECIAL BUSINESS:

Resolution 4: Ordinary Resolution:

Appointment of Ms. Nandini Chakravorty, IAS, (DIN:-01281290), Chairperson, as a Nominee Director of the Government of West Bengal, Department of Tourism, liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
52	30386632	79.26

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	7950733	20.74

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

Resolution 5: Ordinary Resolution:

Appointment of Mr. Kaushik Bhattacharya, IAS, (DIN:-08696374), as a Nominee Director of WBTDCLtd., liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
52	30386632	79.26

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	7950733	20.74

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

Resolution 6: Ordinary Resolution:

Appointment of Ms. Nayantara Palchoudhuri (DIN:-00581440) as an Independent Director of the Company for a term of 5 consecutive years, commencing from February 12, 2020.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
50	30384649	79.26

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	7952716	20.74

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

Resolution 7: Ordinary Resolution:

Appointment of Ms. Swati Gautam (DIN:- 00948430) as a Nominee Director of Nicco Corporation Ltd-in Liquidation, liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	30373572	79.23

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	7963793	20.77

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

Resolution 8: Ordinary Resolution:

Appointment of Ms. Banusri Velpandian (DIN:-06692567) as a Nominee Director of Nicco Corporation Ltd-in Liquidation, liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	17754300	46.31

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
31	20583065	53.69

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

Resolution 9: Special Resolution:

Re-appointment of Mr. Deepak Premnarayan (DIN:-00154746), as an Independent Director of the Company for a second term of five consecutive years with effect from August 10, 2021 upto August 9, 2026 and continuation of his office as Independent Director post attaining the age of 75 years.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
48	18684643	70.14

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	7952722	29.86

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

Based on the aforesaid results, we report that, except for the Ordinary Resolution No.8 & Special Resolution No.9, which were not passed, all the other resolutions stand passed with requisite majority.

P.V. Subramanian A.S.

(P V SUBRAMANIAN)
Company Secretary in Whole-time Practice
ACS:4585/C.P.No.: 2077
UDIN: A004585B001633190

Place : Kolkata
Dated: December 25, 2020.



MANOJ
PRASAD
SHAW

Digitally signed by
MANOJ PRASAD
SHAW
Date: 2020.12.25
16:29:49 +05'30'

For Manoj Shaw & Co.
(Manoj Prasad Shaw: FCS-5517; CP-4194)
Practicing Company Secretaries
UDIN: F005517B001643661

Place : Kolkata
Dated: December 25, 2020.

Counter signed by
For Nicco Parks & Resorts Limited
Rahul Mitra
Rahul Mitra
President & Company Secretary
A20714